

## **S P Setia Whistleblowing Frequently Asked Questions (FAQ)**

### **Q1: What is Whistleblowing?**

“Whistleblowing” is defined as the deliberate, voluntary disclosure or reporting of an individual or organisational malpractice by any person (who has privileged access to information) on an actual (past or present) or suspected improper conduct within the Group or organisation based on his or her reasonable belief.

### **Q2: Who is the Whistleblower?**

Under the Policy, any of the following persons can be a Whistleblower:

- Employees of S P Setia Berhad and its Group of Companies. (This includes full-time, part-time, or temporary staff)
- Any external party that has knowledge of an improper conduct committed by an employee, including joint venture partners and associates providing a business service to S P Setia Berhad and its subsidiaries, i.e. contractors and consultants.

### **Q3: What is S P Setia Whistleblowing Policy?**

The Policy will:

- Govern the process through which employees and relevant stakeholders may report potential violations or concerns relating to relevant laws, rules, regulations, business ethics and conduct, including any violations or concerns relating to immoral, illegal, misappropriation and fraudulent activities;
- Establish a mechanism for responding to any reports from employees and relevant stakeholders regarding such potential violations or concerns;
- Prohibit retaliation against employees raising such potential violations or concerns; and
- Establish procedures for the retention of records of reports.

**Q4: What is “Improper Conduct” or what kind of Improper Conduct can I whistleblow?**

- i. “Improper conduct” includes among others, the following:
  - o Fraud;
  - o Corruption, bribery or blackmail;
  - o Criminal offences;
  - o Failure to comply with legal or regulatory obligation;
  - o Endangerment of an individual’s health and safety;
  - o Any other action that could cause significant harm to the Group or a person;  
and
  - o Concealment of any or a combination of the above.
- ii. The Whistleblower is not expected to prove the truth of the allegation but should, in making the report, have the reasonable belief that an improper conduct was committed, is being committed or will be committed.

**Q5: I am not certain whether the act or omission constitutes misconduct or criminal offence. Should I still make the disclosure?**

Yes. The Audit Committee Chairman will determine whether the disclosure constitutes an improper conduct or criminal offence.

**Q6: How can I whistleblow?**

All reports shall be communicated in writing using the hardcopy letter or e-form. The report must provide full details of the improper conduct and where possible, with the supporting evidence.

- For hardcopy letters, the report must be made directly to the Audit Committee Chairman via a sealed envelope marked as “Confidential” and address it to S P Setia Berhad Corporate HQ at No.12, Persiaran Setia Dagang, Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor, Malaysia.
- For e-form, the Whistleblower can access the Group’s corporate website and upload the information directly onto the e-form.

The Whistleblower will then be assigned with a case reference number and any further correspondence will be communicated using the same case reference number.

**Q7: What information should I provide when I made the disclosure?**

- i. In order to carry out an investigation, details and information on the concern made by the Whistleblower should be disclosed. The Whistleblower is required to disclose his/her personal details (which will be kept confidential).
  - o Name; and
  - o Contact telephone numbers – mobile or office.
- ii. Additional information required to facilitate the investigation that should be included are:
  - o Nature of improper conduct;
  - o The date and location of the incidence;
  - o The identity of the alleged wrongdoer;
  - o Particulars of witnesses, if any;
  - o Particulars or production of documentary evidence, if any;
  - o Any monetary values involved; if any; and
  - o Other details deemed to be useful to facilitate screening and action to be carried out.

**Q8: Can I choose to be anonymous when making a disclosure?**

Anonymous complaints will not be entertained and covered under the Policy. In principle, the identity of the Whistleblower is required to enable the Whistleblower to be accorded with necessary protection and be informed on the outcome of the investigation.

**Q9: What if the wrongdoer is the Audit Committee Chairman?**

The Whistleblower should forward the e-Form / letter to the Senior Independent Director of S P Setia Berhad.

**Q10: What will be the type of protection that could be accorded to me as a Whistleblower?**

- i. Upon making a disclosure in good faith, based on the Whistleblower's reasonable belief, the Whistleblower's identity will be accorded with protection of strict confidentiality unless otherwise required by law or for purposes of any actions by or against the Group.
- ii. The Whistleblower will be protected from "detrimental treatment" within the Group as a consequence of his/her disclosure. The Group will not tolerate such detrimental treatment when concerns are raised in good faith. Such protection is accorded even if the investigation later reveals that the Whistleblower is mistaken as to the facts.
- iii. It is to be noted that any person who has not acted in good faith shall not be entitled to any protection under this Policy. If allegations are proven to be malicious or founded on bad faith, parties responsible may be subject to appropriate action, including but not limited to legal action, where applicable.
- iv. For purposes of this Policy, "detrimental treatment" includes:
  - o any action causing injury, loss or damage to the Whistleblower;
  - o any action of intimidation and harassment against the Whistleblower;
  - o the termination of the Whistleblower's employment, the withholding of salary or
  - o any payment due and payable under his/her contract, refusal to enter into a subsequent contract, the taking of any disciplinary action or adverse treatment in relation to the Whistleblower's career; or
  - o a threat to take any of the actions stated above.

**Q11: Can the protection initially accorded be revoked? If yes, under what circumstances can it be revoked?**

Yes. The protection to the Whistleblower can be revoked under the following circumstances, among others:-

- the Whistleblower participated in the improper conduct;
- the Whistleblower willfully discloses a false statement;

- the disclosure is made in bad faith or with malicious intent;
- the disclosure is frivolous or vexatious; or
- the disclosure is made solely or substantially with the motive of avoiding dismissal or other disciplinary action.

**Q12: Will I be required to assist in the investigation as a result of my disclosure?**

Yes. There will be instances where a Whistleblower may be called to assist in the investigation to provide more details/facts of his/her disclosure.

**Q13: What if the investigation later reveals that my complaint found to be of no basis/unfounded; will I be adversely affected?**

As long as the disclosure was made in good faith, you will not be affected. However, in the event that it is discovered that such disclosure was made with malicious/ill intent to injure the reputation of the person against whom the disclosure was made, appropriate action including legal action can be taken against you.

**Q14: What is the meaning of a disclosure made in good faith?**

It simply means that the disclosure which is made under sincere belief without any malicious motive or intent to damage one's reputation or office. As far as the employees are concerned, the disclosures are made in the best interest of the company.

**Q15: Will my disclosure/report be handled confidentially?**

Yes. Confidentiality will be maintained to the extent possible within the limitations of law and Policy and the legitimate needs of the investigation. Your identity will, of course, be known to the Audit Committee Chairman and other parties who are directly involved in the investigation.

**Q16: What happen to the disclosure I have made?**

The Audit Committee Chairman will decide whether the nature of the disclosure falls under the Policy. If it does not fall under the definition of 'Improper Conduct' under the Policy, your disclosure will be directed to the relevant party for further action. If it does, the Audit Committee Chairman will deliberate and decide on the next course of action that may include the following:-

- Rejection to the disclosure and close case if the preliminary findings by the Chief Internal Auditor (“CIA”) indicate no basis for further investigation;
- Initiating the investigation process by CIA or any other relevant parties to commence a full investigation in the event that the preliminary findings by CIA indicate a basis for further investigation.
- Refer the disclosure to the full Audit Committee in the event where CEO or CIA is involved. Audit Committee may appoint other personnel of suitable seniority or independent third party to investigate the allegations;
- Refer the disclosure to the appropriate authorities in cases where preliminary findings suggest a possible criminal offence;
- To proceed with disciplinary action, based on the Human Resource guidelines and procedures.

In either case, you will be notified accordingly.

**Q17: Am I going to be notified on the outcome of my disclosure?**

Yes, you will be notified upon completion of the investigation process subject to legal constraints. The notification letter will be signed off by the Audit Committee Chairman.

**Q18: What if the Whistleblower is dissatisfied with the outcome of the investigation?**

- The Whistleblower may submit another detailed report explaining why this is the case and the concern will be investigated again if there is good reason to do so.
- The Whistleblower is at liberty to take the matter further by raising it with relevant governmental, regulatory authorities and enforcement agencies in Malaysia or in the country concerned prescribed by the Whistleblower Protection Act 2010 (‘Relevant Authority’).

