WHISTLEBLOWING
POLICY AND PROCEDURES

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APPENDIX : **WHISTLEBLOWING FLOWCHART** 8

1. Introduction

1.1 Pacific & Orient Berhad and its subsidiaries ("**P&O Group**"), which includes Pacific & Orient Insurance Co. Berhad ("**POIC**"), are committed to promoting and maintaining high standards of transparency, accountability and ethics in the conduct of its business and operations.

1.2 This Whistleblowing Policy and Procedures ("**Policy**") is in line with the Whistleblower Protection Act 2010 and should be read together with P&O Group's Anti-Corruption Policy and for Employees, P&O Group's internal policies.

2. Objective

2.1 This Policy is designed to provide internal and external parties with secure reporting channels and guidance for them to disclose, in good faith, any wrongdoing, malpractice, unlawful behaviour or other improper conduct, or any violation of the Anti-Corruption Policy or any other established written policies and procedures within POIC, which could be harmful to the reputation of POIC and/or compromise the interests of the shareholders, clients or the public. It is also intended to encourage them to come forward without fear of reprisal, victimisation, harassment or subsequent discrimination arising from their disclosure.

3. Scope

3.1 This Policy applies to Directors, Employees, Business Associates and other Third Parties of POIC. Breach of this Policy may result in disciplinary or other action(s) being taken against the individual or organisation concerned.

4. Definitions

Business Associate	An external party with whom POIC has, or plans to establish, some form of business relationship. This may include a client, customer, joint venture partner, consortium partner, outsourcing service provider, contractor, consultant, subcontractor, supplier, vendor, adviser, agent, panel workshop, adjuster, legal firm, distributor, representative, intermediary and investor. Business Associate is a subset of Third Party.
Director	Member of the Board of Directors of POIC.
Employee	Any individual directly contracted to POIC on an employment basis, including permanent, direct hire contract, part-time hire, temporary Employee, expatriate, secondee and intern.

Gratification	'Gratification' is defined in the Malaysian Anti-Corruption Commission Act 2009 ("**MACCA**") to mean the following: a) money, donation, gift loan, fee, reward, valuable security, property or interest in property being property of any description whether movable or immovable, financial benefit, or any other similar advantage; b) any office, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity; c) any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part; d) any valuable consideration of any kind, any unlawful discount, commission, rebate, bonus, deduction or percentage; e) any forbearance to demand any money or money's worth or valuable thing; f) any other service or favour of any description, including protection from any penalty or disability incurred or apprehended or from any action or proceedings of a disciplinary, civil or criminal nature, whether or not already instituted, and including the exercise or the forbearance from the exercise of any right or any official power or duty; and g) any offer, undertaking or promise, whether conditional or unconditional, of any gratification within the meaning of any of the preceding paragraphs a) to f).
Retaliation	One or more of the following: a) Interference with the lawful employment or livelihood of a person, including discrimination, discharge, demotion, suspension, disadvantage, termination or adverse treatment in relation to the complainant's employment, career, profession, trade or business or the taking of disciplinary action; b) Withholding of payment that is due and payable under a contract; c) Refusal to enter into a subsequent contract; d) Action causing injury, loss or damage; e) Intimidation or harassment; and f) A threat to take any of the actions above.
Third Party	A person, business or entity that is independent from POIC. A broader group than Business Associates. Note therefore that all Business Associates are Third Parties, but not all Third Parties are Business Associates. Examples of Third Parties include media organisations, non-governmental organisations, charitable organisations, government departments, regulators, clients, suppliers, members of the public, etc.

Whistleblower	A person that makes a report of improper conduct under the Anti-Corruption Policy or any other relevant policies.
Whistleblowing	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 acts of corruption within the organisation or by an organisation that is within its ability to control.

5. What Should Be Reported?

5.1 Wrongdoings or improper conducts may include, but are not necessarily limited to the following:

a) Any unlawful act, whether criminal or civil in nature;
b) Fraud, corruption, bribery or dishonesty;
c) Soliciting or accepting bribes or other forms of illegal Gratification;
d) Financial malpractice or fraud;
e) Conflict of interest;
f) Conduct which is likely to cause injury to another person or give rise to risk of damage to assets/properties;
g) Violations or suspected violations of the Anti-Corruption Policy and any other written policies and procedures of POIC;
h) All forms of harassment including but not confined to unwelcome verbal or physical advances and sexually or otherwise derogatory or discriminatory statements or remarks;
i) Unauthorised disclosure of POIC's confidential information, including commercial or manufacturing secrets, calculations or designs;
j) Gross negligence and neglect of duty; and
k) Concealment of any or a combination of the above.

6. Protection of Whistleblower

6.1 Anyone who discloses wrongdoing or improper conduct in good faith and in compliance with the provisions of this Policy shall be protected against any Retaliation, arising from making the report. For the purposes of this Policy, 'Good faith' means that the person making the report has a reasonable and honest belief that the report is accurate and true.

6.2 Retaliation in any form against a Whistleblower is strictly prohibited. Anyone who retaliates against a Whistleblower will be subjected to disciplinary action, which may include termination of employment, demotion or other legal redress.

6.3 If the Whistleblower(s) can prove that they have been subjected to Retaliation due to making a report, disciplinary action will be taken against the perpetrator.

6.4 All reports will be treated in a confidential and sensitive manner. The identity of the Whistleblower will be kept confidential to the extent possible and subject to legal constraints.

6.5 Anyone who wilfully reveals the identity of the Whistleblower without prior agreement from the Whistleblower and/or discloses any confidential information regarding the Whistleblowing report and investigation to the public, will be subject to strict disciplinary action(s).

6.6 When necessary and appropriate, POIC will provide legal assistance if a Whistleblower is required to give evidence in criminal or disciplinary proceedings.

6.7 Any other person assisting in the investigation may also be accorded similar protection as the Whistleblower.

6.8 While all Whistleblowing reports will be assessed, managed and investigated in a fair and timely manner, POIC may decide to close cases which lack material evidence, particularly where the report originates from an anonymous source and further information cannot be obtained.

7. False or Malicious Reporting

7.1 POIC will take appropriate action against any Whistleblower who wilfully makes a false report, make reports with the intention to deceive or misinform, knowingly slanders and/or commits a defamation on others. Appropriate actions may include termination of employment, termination of services or contract, demotion or other legal redress.

8. Reporting Procedures

8.1 All Directors, Employees, Business Associates and Third Parties are encouraged to raise genuine concerns about any wrongdoing or improper conduct at the earliest opportunity. The disclosure made should contain a brief summary of the allegation(s), name(s) and contact detail(s) of the Whistleblower, details of the individual(s) involved, witness(es) to the incident and any other relevant information and document(s) which can be provided. Kindly refer to **Appendix A** for the Whistleblower Form for further information.

8.2 Whistleblowers are strongly advised to disclose some contact information in order for the relevant parties to be able to conduct a follow-up, seek further information if necessary and keep the Whistleblower informed. Anonymous disclosure is permitted. However, POIC can only provide whistleblower protection where the identity of the person making the report is known.

8.3 All disclosures related to POIC can be made by completing the Whistleblower Form with details and submitting it through any of the following channels:

a) Email to whistleblower@pacific-orient.com; or

b) By hand or courier to: Compliance Department,
11th Floor, Wisma Bumi Raya,
No. 10, Jalan Raja Laut,
50350 Kuala Lumpur

All Whistleblower Forms received will be channelled direct to:
a) Whistleblowing Committee ("**WBC**") Chairman
b) Chief Audit Executive ("**CAE**")
c) Head of Compliance

Alternatively, Employees may also choose to report their concerns to the Company's Chief Executive Officer ("**CEO**") or Head of P&O Group Human Resource Department. In such cases, if the report can be verified and the matter is of a serious nature, the person receiving the information should advise the Whistleblower to lodge a report with POIC through the relevant channels as stated above.

8.4 The Whistleblower should first follow all procedures in this Policy to the full extent before the Whistleblower discloses his/her concerns to the following government authorities:

- Suruhanjaya Pencegahan Rasuah Malaysia ("**SPRM**") / Malaysian Anti-Corruption Commission ("**MACC**")
  Ibu Pejabat SPRM,
  No.2, Lebuh Wawasan, Presint 7, 62250 Putrajaya.
  Tel : +603-8870 0000 / +603 8870 0688
  SMS : +6019 6000 696 (SMS)
  Hotline : 1-800-88-6000 (Hotline)
  : +603 8870 0934
  Email : info@sprm.gov.my

- Polis Diraja Malaysia ("**PDRM**") / Royal Malaysia Police ("**RMP**")
  Ibu Pejabat Polis Diraja Malaysia,
  Bukit Aman, 50560 Kuala Lumpur.
  Tel : 03-2266 2222
  Fax : 03-2070 7500
  Email : rmp@rmp.gov.my

- Bank Negara Malaysia ("**BNM**") Link:
  4th Floor, Podium Bangunan AICB,
  No.10, Jalan Dato' Onn,
  50480 Kuala Lumpur.
  Tel : 1-300-88-5465 (Malaysia) or
  603-2174-1717 (Overseas)
  Fax : 603-2174-1515
  Website : bnm.gov.my/BNMLINK

**** You are advised to refer to the respective authorities' websites to obtain the latest contact details.***

8.5 However, POIC recognises that on occasion, there may be an exceptionally serious issue which warrants urgent reporting to the above government authorities or other external bodies. This disclosure must be made in good faith, not malicious and not made for the purpose of personal gain.

8.6 For reports concerning Employees below C-level, the Whistleblowing Working Committee ("**WWC**") (comprising the CAE and Head of Compliance) shall conduct an initial enquiry and recommend to the Chairman of the Whistleblowing Committee for a decision as to whether the report requires further investigation. If it is decided that further investigation is not required, the case shall be kept in view or closed, with reports including justification for action taken submitted to the WBC Chairman.

8.7 For reports concerning C-level and above, the WBC Chairman shall conduct an initial enquiry and decide in consultation with the WBC if the report requires further investigation. If not, the case shall be kept in view or closed, with records kept with reasons for the decision.

8.8 The WBC Chairman reserves the right to grant access to any appointed party, if deemed appropriate to assist with the initial enquiry.

9. Conduct of Investigation

9.1 In the event the WWC or WBC Chairman decides to proceed with an investigation, they shall decide on the appropriate investigators. The investigators may be an independent internal or external party and must not consist of an implicated party.

9.2 The independent internal investigators may consist of two (2) or more persons from POIC, or other parties decided by the WWC and WBC Chairman.

9.3 The WWC shall obtain approval from the WBC Chairman on the chosen investigators.

9.4 The investigators shall, as soon as it is practicable upon receipt of a concern raised, conduct an initial enquiry based on the available information or document received.

9.5 Whenever possible, interviews must be conducted with the Whistleblower and all relevant witnesses, and every attempt must be made to gather all information and materials from all available sources. All interviews and activities associated with the investigation must be documented in writing and filed for the purpose of record to support the findings, recommendations and/or actions taken.

9.6 The investigators are required to report all concerns raised, the status of all pending and on-going investigations to the WWC or the WBC Chairman as appropriate. The CEO may also be informed if he is not an implicated party.

9.7 Upon completion of the investigation, the investigators shall prepare a report and provide recommendation on the proposed course of action and submit it to the WWC or WBC Chairman as appropriate, who will make a recommendation to the

WBC on the proposed course of action. The secretariat of WBC (who may be appointed by the WBC from time to time) will then ensure the actions are carried out as instructed by the WBC. Necessary preventive measures will be implemented to prevent the conduct from continuing or re-occurring in future.

9.8 The investigators are required to report the status of follow up actions taken by the relevant departments to the WWC or the WBC Chairman.

9.9 The Internal Auditor or the External Auditor may be requested to conduct further investigations as appropriate. In addition, the CAE and/or the WBC Chairman may engage, consult and obtain external legal or other independent professional advice on a case-to-case basis.

9.10 Kindly refer to **page 8** for the Whistleblowing Flowchart.

10. Timeline of Investigation

10.1 Wherever possible, any investigation should be completed in a timely manner, within a period of 30 days from the date of receipt of disclosure. However, there may be circumstances where cases may take a longer period to resolve, but speedy resolutions will take priority.

11. Retention of Documents

11.1 All disclosures made by Whistleblowers, documents received during investigation and reports of investigation should be retained by POIC for a minimum period of seven (7) years.

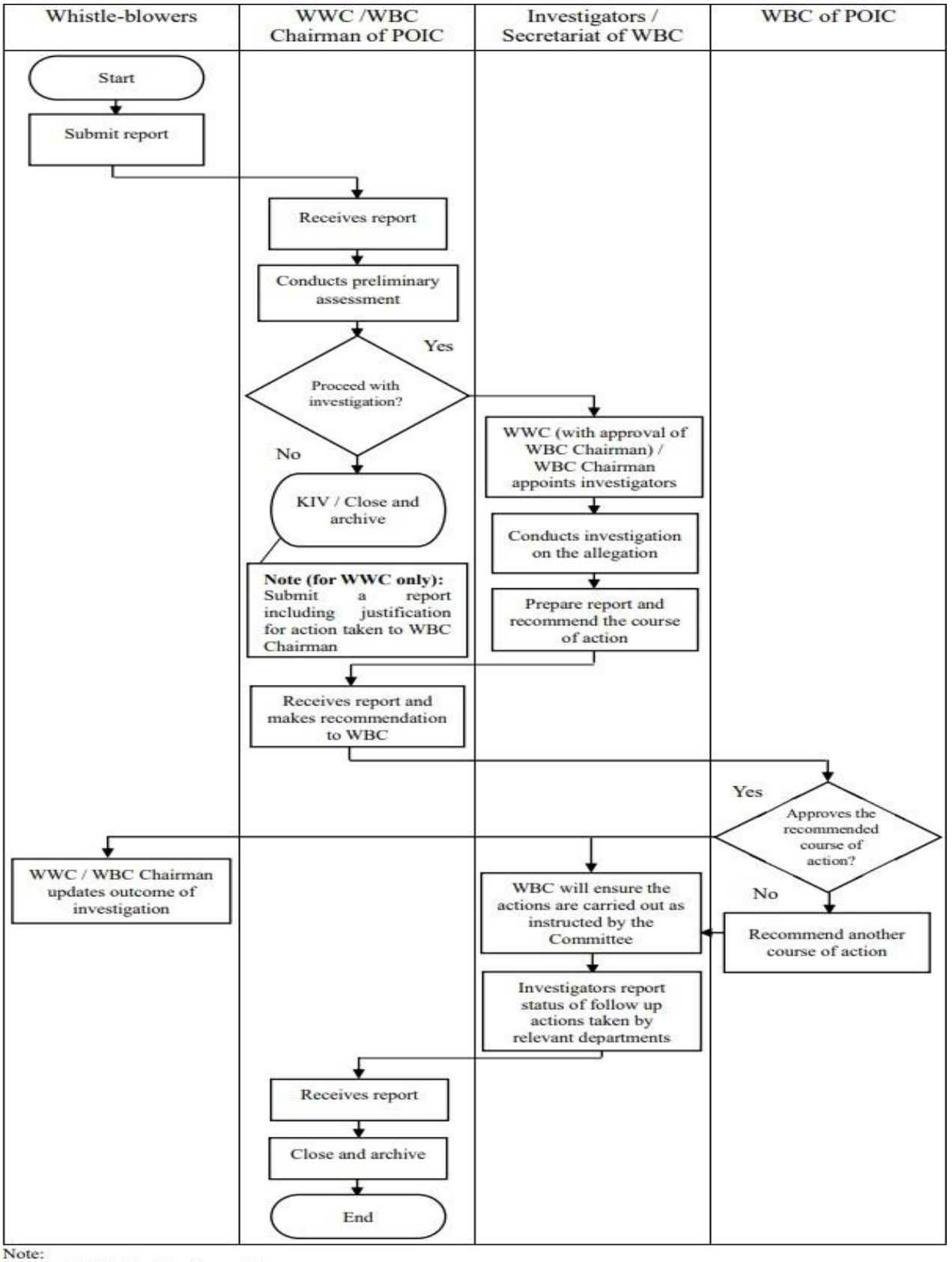
12. Referral to External Enforcement Authority

12.1 When necessary and appropriate, POIC may refer the investigation to the appropriate enforcement body for independent investigation or initiation of further action.

13. Responsibility for Whistleblowing Policy and Procedures

13.1 The WBC, headed by the WBC Chairman, who is an Independent Director, is responsible for providing oversight of all matters related to whistleblowing at POIC. This includes effective implementation of the Policy.

WHISTLEBLOWING FLOWCHART



Note:
WBC = Whistleblowing Committee
WWC = Whistleblowing Working Committee