



NTPM HOLDINGS BERHAD AND ITS SUBSIDIARIES

WHISTLE-BLOWING POLICY AND PROCEDURES

1.0 Policy Statement

We, at NTPM Holdings Berhad (the “Company”), are committed to achieving sustainable performance and delivering value to our customers and shareholders without compromising our ethical standards, behavioural expectation and trusted reputation.

As such, we operate in a manner reflecting the Company’s core values, adhering to the best practice in corporate governance and in accordance with all applicable laws, regulations and other policies applicable to the Company and all its subsidiaries (hereinafter collectively referred to as “the Group”).

Our Code of Conduct and Ethics (“CoCE”) states the standards of responsibility and obligations and promotes fair dealing, integrity and ethical conduct amongst the Group’s Directors and employees. This Policy on whistleblowing is designed to support the Group’s CoCE and facilitates employees’ and other stakeholders’ concerns about possible improprieties and transparently spells out the procedures on managing disclosures of improper conduct without compromising the confidentiality of the person(s) involved.

2.0 Scope of Policy

2.1 This Policy applies to the Group. All employees, Directors, Shareholders, Consultants, Vendors, Contractors, Outsider agencies or any parties with a business relationship with the Company or its subsidiaries are encouraged to disclose any Improper Conduct that may adversely impact the Group.

2.2 This Policy is designated to facilitate employees and other stakeholders to disclose any Improper Conduct through internal channel. Such Improper Conduct includes, but is not limited to, the following:

- a) criminal offences, unlawful acts, fraud, corruption, bribery and blackmail;
- b) failure to comply with legal or regulatory obligations;
- c) misuse of the Group’s funds or assets;
- d) an act or omission which creates a substantial and specific danger to the lives, health or safety of the employees, the public or the environment;
- e) unsafe work practices or substantial waste of company resources;
- f) abuse of power by any person concerned in the senior management team (including, but not limited to the director, controller, officer, partner, and etc) in the Group; and
- g) concealment of any of the above.

2.3 Only genuine concerns shall be reported under whistleblowing procedures. The report shall be made in good faith with a reasonable belief that the information and any allegations in it are substantially true, and the report is not made for personal gain. Malicious, frivolous or false allegations will be viewed seriously and treated as a gross misconduct and if proven may lead to dismissal.



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3.0 Reporting Procedures

3.1 If any employee believes reasonably and in good faith that Improper Conduct exists in the workplace, the employee shall raise this concern with his/her immediate superior. However, if for any reason, it is believed that this is not possible or inappropriate, then the employee may report the concerns to any of the following:

- a) Managing Director (“MD”) of the Company;
- b) Chief Executive Officer (“CEO”) of the Company; or
- c) Head of Internal Audit, who reports to directly to the members of the Audit Committee (“AC”)

The Improper Conduct can be reported via email directly to ccpng@ntpm.com.my for which the Head of Internal Audit has direct access.

3.2 For more severe and serious issues, the employees or other stakeholders may choose not to discuss with any of the above person(s). Instead, the employee and other stakeholders who have suspected Improper Conduct within the Group are encouraged to contact any of the following persons:

- (a) Senior Independent Non-Executive Director;
- (b) AC Chairman of NTHB; or
- (c) Head of Internal Audit.

The report can also be made through email directly to ccpng@ntpm.com.my for which the Head of Internal Audit has access or alternatively, lodge in writing so as to ensure a clear understanding of the issues raised via postal mail addressed to the following parties:

(mark “**Strictly Confidential to be opened by the addressee ONLY**”)

NTPM Holdings Berhad 886 Jalan Bandar Baru Sungai Kecil 14300 Nibong Tebal Seberang Perai Selatan Malaysia Attention: Audit Committee Chairman
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NTPM Holdings Berhad 886 Jalan Bandar Baru Sungai Kecil 14300 Nibong Tebal Seberang Perai Selatan Malaysia Attention: Senior Independent Non-Executive Director

3.3 The report should contain the following information:

- (a) Name, NRIC Number and contact numbers;
- (b) Details of allegation (who, what, when, where, how) and other relevant information;
- (c) The reason and basis for raising the observation; and
- (d) Any available supporting evidence.



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3.4 Any anonymous disclosure will not be ordinarily entertained to prevent invalid malicious reporting, poison letters, exploitation and victimization. However, the Company reserves the right to investigate into any anonymous disclosure provided it is specific and detailed and accompanied by credible supporting evidences.

4.0 Confidentiality

4.1 Reports of Improper Conduct or suspected Improper Conduct will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation. This is important to provide protection for the whistle-blower from reprisal as a direct consequence of making a disclosure and to safeguard such suspected person(s) confidentially. It is to treat both the whistle-blower and alleged wrongdoer fairly and to protect the Group from potential corporate liability charge.

4.2 Protection under 4.1 above will be accorded by the Company only when the whistle-blower satisfies all the following conditions:

- the disclosure is done in good faith;
 - the whistle-blower is aware that the information and any allegations disclosed are true;
 - the whistle-blower has not communicated the disclosure to any party not related to the disclosure;
- and
- the disclosure made is not for personal gain or interest.

4.3 Until the investigation is completed, employee(s) under investigation will be treated confidentially and fairly. On the completion of the investigation, the name of the alleged employee(s) may or may not be disclosed depending on the nature, extent and circumstances of the incident and is subject to the Board's decision on consultation with the Legal Counsel (where necessary).

4.4 Except for cases that are reported to external authority (e.g. Malaysian Anti-Corruption Commission ("MACC"), Police), the Company shall ensure the confidentiality and protection of whistle-blowers who report on incidents or instances of misconduct in good faith.

5.0 Investigation

5.1 The MD or CEO shall have the authority to appoint an Investigating Officer ("IO") to carry out the reports of Improper Conduct or suspected Improper Conduct. The IO, if appointed within the Company, must be an employee of a designation higher than the employee(s) implicated in the Improper Conduct.

5.2 In instances where the Improper Conduct is more technical in nature or involves Directors or Senior Management, the AC Chairman may request the IO to be recruited from an external party who possesses the necessary technical knowledge to efficiently conduct the investigation.



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5.3 The IO shall have full and unlimited or unrestricted access to all information and documents and resources which are required in the investigation of the Improper Conduct and all the employees within the Group are bound to extend their co-operation upon request by the IO.

5.4 At the conclusion of the investigation, the IO shall submit an investigation report of the findings to the CEO, or to a person authorised under Clause 3.1 or 3.2, as the case may be.

5.5 The Head of Internal Audit must maintain a record of reports and the outcome shall be reported, as necessary, to the AC. The report has to be in a form which does not endanger employee's confidentiality.

5.6 The whistle-blower shall be notified on the outcome of the disclosure after investigation.

6.0 Decision and Actions Taken on Investigation Outcome

6.1 Depending on the severity of the case, the Company reserves the right to make any decision based on the findings and the recommended actions by the CEO, MD, AC and/or Board of Directors of NTHB.

6.2 If an investigation results in a recommendation to terminate the employee, the decision to terminate shall be made in conjunction with the Group's Human Resources Department and, if necessary, the Legal Counsel.

7.0 Amendment

The Company reserves its right to amend or modify the Whistleblowing Policy and Procedures, in whole or in part, at any time without assigning any reason whatsoever, subject to the approval of the Board of Directors. However, no such amendment or modification shall be binding on employees unless the same is circulated to employees in writing or electronically.

This updated Policy is adopted by the Board of Directors on 26 June 2020 and shall be reviewed at least once every 3 years, with intermittent reviews to be conducted when necessary.