



WHISTLE-BLOWING POLICY

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INTRODUCTION

Greenyield Berhad and its subsidiaries (the “Company”) has formulated a whistle-blowing policy to encourage the employees to disclose any malpractice or misconduct of the Company’s Code of Conduct (“Code”) of which they become aware of and to provide protection for the reporting of such alleged malpractice and misconduct.

The Company also reserves the right to amend, delete or augment any provision in this Policy as and when it deems necessary.

DEFINITIONS

In this Whistle-Blowing Policy, unless where the context requires otherwise, the following words and abbreviations shall have the following meanings:-

Audit Committee	:	The Audit Committee constituted by the Board of Directors of the Company
Company	:	Greenyield Group of Companies
Employee	:	A person under the employment of the Company including permanent, contract and temporary employment. Where an employee is employed under a contract, the terms and conditions of his contract shall apply where they differ from the policies in this Code.
Protected Disclosures	:	Any communication made in good faith that disclosed or demonstrates information that may evidence malpractice or misconduct.
Whistle-Blower	:	An employee making a protected disclosure under this policy

All references of the masculine gender shall include the feminine gender unless otherwise expressly stated. All words importing the singular number shall include the plural number and vice versa.

1. OBJECTIVE

This Whistle-Blowing Policy has been formulated to achieve the following:-

- a) To provide a process for employees to raise genuine concerns;
- b) To encourage employees to disclose any malpractice or misconduct of which they become aware of;
- c) To ensure that all allegations are thoroughly investigated and appropriate action to be taken accordingly;
- d) To protect the Whistle-Blower from adverse employment actions, harassment or other forms of discrimination, even if the allegations are proven to be incorrect or unsubstantiated; and
- e) To take all necessary steps to preserve the anonymity of the Whistle-Blower.

2. ELIGIBILITY

All employees are eligible to make Protected Disclosures under this Policy.

3. DEFINITION OF REPORTED MISCONDUCT

An improper conduct is any act or omission, which if proven and/or a criminal offence under the relevant law in force and may be divided into the following categories:

1. General Misconduct

- a) use of vulgar or abusive language/behaviour against fellow colleagues or a superior or any person having business with the Company;
- b) intentional insubordination or disobedience whether alone or on combination with others to any lawful and reasonable instructions of a superior or those acting under the instruction of a superior, which the employee is required to follow;
- c) intentional slow-down of work and/or influence others to do so or conduct that is disrupting other colleagues;
- d) threatening or use of violence and or oppression against another employee or persons having dealings with the Company;
- e) use of Company's property or facilities for purposes of committing or attempting or preparing to commit a misconduct; and
- f) sexual harassment.

2. Unlawful/ Illegal Conduct/Intention

- a) Fraudulent case;
- b) Dishonesty, corruption, bribery, blackmail;
- c) Failure to comply with any legal/regulatory obligation;
- d) Breach of law, rules and regulation; and
- e) Cheating, theft and corruption.

3. Unprocedural Conduct/Act

Conduct/Act which violates clearly communicated procedures governing the operations of the Company where such procedures are important for good governance and a breach may expose the Company to risk of loss or actual loss.

4. Conflict of Interest

- a) All employees are not allowed to knowingly place him/herself in a position of conflict with the interest/statutory duties in the Company and shall at all time, avoid being caught in a situation of conflict of interest;
- b) Employees has to ensure that their personal financial circumstances and transactions do not jeopardise their independent judgement or adversely affect their job performance; and
- c) Employees must not have any direct or indirect involvement in other employment (remunerated or otherwise) except otherwise agreed by the management.

5. Unethical Conduct

- a) Cause damage to the environment;
- b) Religious or racial or sexual discrimination;
- c) Serious non-professional or non-ethical behavior; and
- d) Cause danger to the health and safety of any individual.

The above list is not exhaustive and includes any acts or omissions, which is an offence under the relevant laws in force.

4. GRIEVANCE PROCEDURE

- a) All Protected Disclosures should be addressed to the Chairman of the Audit Committee of the Company via a sealed envelope marked '**Confidential**' and '**Strictly to be opened by addressee only**' to:-

Attention : The Chairman of the Audit Committee

Address : Greenyield Berhad, Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No.8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

- b) Protected Disclosures should be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in legible handwriting in English or Bahasa Melayu.
- c) Protected Disclosures should be forwarded under a covering letter which shall bear the identity of the Whistle-Blower. The Chairman of the Audit Committee shall detach the covering letter and discuss the Protected Disclosures with the Audit Committee and if deemed fit, report the occurrence to the Chairman of the Board of Directors.
- d) Upon the discussion between the Audit Committee and the Chairman of the Board of Directors, the Protected Disclosures shall then be forwarded to an appropriate investigator to undertake the necessary investigation and inquiry.

- e) Protected Disclosures should be factual and not speculative, and should contain as much specific information as possible to allow for proper assessment of the nature and extend of the concern.
- f) The Whistle-Blower must disclose his or her identity. Anonymous disclosures will not be entertained.
- g) All whistle-blowing reports have to be made in good faith with reasonable belief that the information and allegation is true and not done frivolously/maliciously and not for personal gain. If otherwise, disciplinary action may be taken against the employee whistle-blower.

5. INVESTIGATORS

- a) The Audit Committee together with the Chairman of the Board of Directors shall have the discretion to appoint the appropriate investigator.
- b) The appointed investigator shall be independent and unbiased.
- c) The investigators are required to conduct a process towards fact-finding and analysis.
- d) Investigators have a duty of fairness, thoroughness, objectivity, ethical behavior, and observance of legal and professional standards.
- e) Investigators shall submit a report of their findings to the Audit Committee and the Chairman of the Board of Directors.

6. DECISIONS

If an investigation concludes that an improper or unethical act has been committed, appropriate disciplinary actions will be taken against the defaulting officers or employees in accordance with the existing Disciplinary Actions as specified in the Code of Conduct adopted by the Company.

7. RETENTION OF DOCUMENTS

All Protected Disclosures together with the results of any investigation relating thereto shall be retained by the Company for a minimum period of Seven (7) years.

8. AMENDMENTS

The Company reserves the right to amend, delete or augment any provision in this Policy as and when it deems necessary.