

TXCD BERHAD

[Registration No. 200201027337 (595000-H)]

WHISTLEBLOWING POLICY

1. OBJECTIVE OF THE POLICY

- 1.1. This policy provides an avenue for all company's stakeholders including but not limited to the employees, vendors and members of the public to disclose any improper conduct involving TXCD Berhad ("TXCD") in accordance with the procedures as provided for under this policy and to provide protection for employees and members of the public who report such allegations.
- 1.2. This Policy is designed to:
- a) Promote and maintain high transparency and accountability in the workplace;
 - b) Promote good corporate governance practices in the work place;
 - c) Ensure that stakeholders can raise concerns without fear of reprisals and safeguard such person's confidentiality;
 - d) Protect the whistleblower from reprisal as consequence of making a disclosure;
 - e) Provide a transparent and confidential process for dealing with concerns;
 - f) Protect the long term reputation of TXCD; and
 - g) Maintain a healthy working culture and efficient company.

2. SCOPE

- 2.1. This policy is designed to facilitate employees and members of the public to disclose any improper conduct through internal channel. Such improper conducts include the following:
- a) Negligence in carrying out work obligations;
 - b) Fraud;
 - c) Corruption, bribery or blackmail;
 - d) Criminal offences or any breach of the laws of Malaysia;
 - e) Acceptance of gifts/favours beyond the threshold allowed by the company;
 - f) Misuse and/or misappropriation of the company's funds or assets;
 - g) Failure to comply with a legal or regulatory obligations;
 - h) Miscarriage of justice;
 - i) Gross mismanagement within the company (including serious potential breach to the interest of society and environment);
 - j) Breach of code of ethics of the Company, including sexual, physical or other abuse of human rights;
 - k) Endangerment of an individual's health and safety; and
 - l) Concealment of any or a combination of the above.

3. DISCLOSURE PROCEDURE

- 3.1. All complaints/disclosures should be reported directly to the Independent Non-Executive Chairman ("Chairman") of TXCD:-

Name: **Mr Chew Swe Siew & Chew Swee Siew**

Email: contact@txcdberhad.com

Mail : TXCD Berhad

A-17-09, Menara Atlas, Bangsar Trade Centre,
No.5 Jalan 4/83A, Off Jalan Pantai Baru,
59200 Kuala Lumpur.

(Mark: '**Strictly Confidential to be opened by Addressee only**')
(Please use the Whistleblower Form as per Appendix 1)

- 3.2. All complaints/disclosures will be analysed by the Chairman and further discussed with the **Whistleblowing Committee** ("WBC"). The WBC of TXCD comprise the following members of Board of Directors:

Mr Chew Swe Siew & Chew Swee Siew

- 3.3. If any individual believes reasonably and in good faith that improper conduct or malpractices exists in the PCB, the individual may make a disclosure of improper conduct and immediately report the information to the Chairman of TXCD. Information should be reported as soon as the individual becomes aware of the facts that are the basis of the potential irregularity or complaint. An individual reporting such information should be prepared to provide as much information as possible to ensure that the matter can properly be investigated..
- 3.4. Any anonymous disclosure will not be entertained. Any employee or member of the public who wishes to report improper conduct is required to disclose his identity to the Company in order for the Company to accord the necessary protection to him. However, the Company reserves its right to investigate into any anonymous disclosure.
- 3.5. The Chairman receiving the report will then immediately convene a meeting with the WBC. If the WBC determines that the information is credible and the complaint has to be further investigated, the WBC will appoint an investigator to proceed with the investigation in accordance with the procedures laid in this Policy.
- 3.6. If any of the WBC members is suspected being involved in the improper conduct, he / she will automatically abstain from attending the meeting.

4. INVESTIGATION PROCEDURE

4.1. Objectives of Investigation

- (a) To gather all information, documents and materials as evidence to support the findings and conclusions of the investigation.
- (b) To protect and preserve documents and materials which are pertinent in the case.
- (c) To treat all witnesses and accused individuals with fairness and impartiality.
- (d) To draw objective and impartial findings and conclusions.
- (e) To maintain confidentiality of identity of whistleblower at all times.

4.2. Appoint An Investigator

Upon receiving a disclosure of an improper conduct and if the WBC determines that the information is credible, the WBC shall appoint an Investigation Officer to conduct the required investigation.

4.3. Conduct of Investigation

- (a) If required, the Investigation Officer may interview the whistleblower to obtain more information on the Report made by the whistleblower.
- (b) The Investigation Officer shall interview all relevant witnesses and gather all pertinent information and materials from all sources.
- (c) All interviews and activities must be documented in writing and filed for the purpose of record to support the findings and conclusion of the investigation.

4.4. Investigation Report

The Investigation Report shall include the following:

- (a) The allegation(s) of the improper conduct;
- (b) An account of all relevant information gathered in the course of the investigation;
- (c) Transcripts, records, statements, documents or any other evidences collected;
- (d) The conclusion reached after completion of the investigation; and
- (e) Recommendation arising from the conclusion.

Care must be taken so as not to provide particulars or details of information that may lead to the identification of the whistleblower.

5. REPORTING TO ENFORCEMENT AUTHORITY

- 5.1. Upon conclusion of the investigation, the investigator officer will present the outcome of the investigation to the WBC.

- 5.2. If the WBC is satisfied with the outcome of the investigation, it will communicate to management and decide the next course of action (remedy/ disciplinary action/ seek further legal advice/ refer to the relevant enforcement authority). If the case is involving members of the Board, it will be deliberated by the BOARD OF DIRECTORS OF TXCD BERHAD.

6. CONFIDENTIALITY & PROTECTION

- 6.1 A Whistleblower must identify himself / herself when submitting a complaint / disclosure. Upon making the disclosure in good faith:

- a) The Whistleblower will be protected from any reprisal within the Company or its subsidiaries as a direct consequence of the disclosure. ('Reprisal' means disciplinary measures, demotion, suspension or termination of employment or service);
- b) Any form of retaliation against individuals who have reported a wrongdoing or who have facilitated with the investigations is a breach of the principal obligation of all staff members to uphold the highest values and integrity.
- c) The Whistleblower's identity shall be protected i.e. kept confidential unless otherwise required by law or for purposes of any proceedings by or against the Company; and
- d) The identity and personal information of the Whistleblower and the alleged wrongdoer may be revealed to persons involved in the investigations or any other process.

- 6.2 Protection under 6.6.1 above will be accorded by the Company only when the Whistleblower satisfies all the following conditions:

- a) The disclosure is done in good faith;
- b) The whistleblower is aware that the information and any allegations disclosed are true;
- c) The whistleblower has not communicated the disclosure to any other party not related to the disclosure; and
- d) The disclosure made is not for personal gain or interest.

- 6.3 The Whistleblower will be protected under the Whistleblower Protection Act 2010 ('the Act') if he or she makes a disclosure in good faith to an enforcement agency as per the Act. If a Whistleblower reasonably believes that he or she is being subjected to reprisal, including harassment and victimization, as a consequence of Whistleblowing, he may consult or report to the enforcement agency.

- 6.4 The Whistleblower and the alleged wrongdoer will be treated fairly. The Whistleblower will be informed of the status of his disclosure and the alleged wrongdoer will be given an opportunity to respond to all allegations at an appropriate time (not necessarily at the start, or during, the investigation).

- 6.5 The Company views seriously any false, malicious or defamatory allegation. This can be considered as gross misconduct where appropriate disciplinary action may be taken by the Company.
- 6.6 Suppliers/ Vendors of the Company and members of the public who become a Whistleblower will also be protected by the Company as to his / her / its identity subject to satisfying all conditions in 6.6.2 above.
- 6.7 Employee and industrial relations related issues and human resources related issues are excluded from the operation of this Policy because they are other established mechanisms to raise such complaints.

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WHISTLEBLOWER FORM

NOTICE: *Please provide the following details accurately so we can contact you for additional information of the reported concern. Please note that you may be called upon to assist in the investigation, if required.*

WHISTLEBLOWER'S CONTACT INFORMATION

Name	
Contact Number	
Email Address	

COMPLAINT/ DISCLOSURE

Briefly describe the misconduct / improper activity and how you know about it. Specify what, who, when, where and how. Please provide evidence to support the claim.

Signature:	Date: