



**MARINE & GENERAL**  
BERHAD

**WHISTLE-BLOWING POLICY**

# Whistle-Blowing Policy

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## **1.0 Introduction**

The Board of Directors and Management of Marine & General Berhad are committed to the highest standards of quality, honesty, openness, and accountability. An important aspect of accountability and transparency is a mechanism to enable staff and other members of the Company to voice concerns in a responsible and effective manner. It is a fundamental term of every contract of employment that an employee will faithfully serve his or her employer and not disclose confidential information about the employers' affairs. Nevertheless, where an individual discovers information which they believe shows serious malpractice or wrongdoing within the organisation then this information should be disclosed internally without fear of reprisal, and there should be arrangements to enable this to be done independently of line management (although in relatively minor instances the line manager would be the appropriate person to be told).

As such, the Company has introduced and endorsed a Whistle-Blowing Policy ("Policy") as set out below by introducing a safe and acceptable platform for employees to channel concerns about illegal, unethical or improper business conduct affecting the company and about business improvement opportunities as to ensure that no member of staff should feel at a disadvantage in raising legitimate concern.

The internal Whistle-Blowing Policy allows the Management to take appropriate preventive and corrective actions inside the Company without the negative effects that come with public disclosure, such as loss of Company image or reputation, financial distress, loss of investor confidence or drop in value of share prices. Through this policy, employees are encouraged to discreetly and anonymously disclose concerns about illegal, unethical or improper business conduct within the Company which otherwise may not be easily detected through normal process or transaction.

It should be emphasised that this policy is intended to assist individuals who believe they have discovered malpractice or impropriety. It is not designed to question financial or business decisions taken by the Company nor should it be used to reconsider any matters which have already been addressed under harassment, complaint, disciplinary or other procedures. Once the whistle-blowing procedures are in place, it is reasonable to expect staff to use them rather than air their complaints outside the Company.

## **2.0 Definition**

Whistle-blowing is basically a form of disclosure. It involves a person, i.e. the whistle-blower, raising serious concerns at an early stage about risks of wrongful activities or reporting a wrongdoing.

### 3.0 Objectives of the Policy

The purpose and objectives of this Policy are as follows;

- To encourage and enable employees to raise genuine and legitimate concerns internally (and also to define clearly the situations in which they may raise the matter externally), as early as possible and in a responsible manner by putting into place internal procedures;
- To address a disclosure in an appropriate and timely manner. When disclosure matters are addressed, they may be prioritized according to the nature and gravity of the alleged wrongdoings or reported risks and the magnitude of the repercussions;
- To protect whistle-blowers from reprisals or victimization as a direct consequence of making a disclosure and to safeguard such person's confidentiality;
- To provide avenues for employees to raise concerns in confidence, independent, unbiased manner and receive feedback of any action taken;
- To treat both the whistle-blower and the alleged wrongdoer fairly. The whistle-blower will be informed of the allegations (though not necessarily at the start of the investigation) and will be given an opportunity to answer the allegations. The identities and personal information of the whistle-blower and the alleged wrongdoer will be revealed to persons involved in the investigations or any other processes on a "need to know" basis only;
- To deter serious malpractice, and
- To promote accountability throughout the Group.

### 4.0 Scope of the Policy

- 4.1 This policy applies to all employees irrespective of the nature of their contract i.e. permanent and short term employees of the Group. It also applies to external consultants, contractors and agency staff whilst working within the Group.
- 4.2 A disclosure may be made if it relates to one or more of the following wrongdoings by any person in the conduct of the Group's business or affairs;
- Corruption or fraud;
  - Criminal offence;
  - Misuse of the Group's funds or assets;
  - Gross mismanagement within the Group;
  - Serious financial irregularity or impropriety within the Group;
  - Serious breach of the Group's Code of Business Conduct And Ethics or Conflict of Interest Code for its employees and directors;
  - Serious breach of fundamental internal control;
  - Improper conduct; serious non-professional or non-ethical behaviour;

- An act or omission which creates a substantial and specific danger to the lives, health or safety of the Group's employees or the public, or the environment;
- Deliberate concealment of any of the above, and
- Knowingly directing and advising a person to commit any of the above wrongdoings.

4.3 This policy is not intended to replace existing complaint procedures and normal work communication channels for routine issues which may arise from day to day business, and shall exclude matters that are;

- trivial or frivolous or malicious or vexatious in nature or motivated by personal agenda or ill will;
- covered by the Group's Grievance and Sexual Harassment policies;
- pending or determined through the Group's disciplinary proceedings; and
- pending or determined through any tribunal or authority or court, arbitration or other similar proceedings.

The whistle-blowing procedure is also not an appeal mechanism for other procedures, unless, exceptionally, when you think you have been through another procedure, but the process was compromised.

The whistle-blowing procedure is for all other cases involving conduct which appears likely to harm the reputation of M&G Group and is primarily for concerns where the interests of others or of the organization itself are at risk.

4.4 A check list of dos and don'ts is provided as a quick reference for staff at the end of this procedure along with a process flow diagram (refer to Appendix A).

4.5 The Company has established this policy as to enable the employee to raise concerns about such malpractice at an early stage and in the right way. The Company would prefer you raise the matter when it is just a concern rather than wait for concrete proof.

## 5.0 Guardian of the Policy

The Company encourages employees who suspect fraud and corruption to contact the Chairman of the Audit Committee. In the event further investigation is required, the Chairman of the Audit Committee will instruct the Group Management Committee to investigate. The Chairman of the Audit Committee is the principal party acting as guardian to this policy

## 6.0 Safeguards

### 6.1 Protection

This policy is designed to offer protection to those employees of the Company who disclose such concerns provided the disclosure is made:

- in good faith
- in the reasonable belief of the individual making the disclosure that it tends to show malpractice or impropriety and if they make the disclosure to an appropriate person. It is important to note that no protection from internal disciplinary procedures is offered to those who choose not to use the procedure. In an extreme case malicious or wild allegations could give rise to legal action on the part of the persons complained about.

Note: Employees are also afforded protection under the recent amendment to the Companies Act, Sec 368B of Companies (Amendment) Act 2007.

### 6.2 Confidentiality

The Company would treat all such disclosures in a confidential and sensitive manner. The identity of the individual making the allegation would be kept confidential so long as it does not hinder or frustrate any investigation. However, the investigation process may reveal the source of the information and the individual making the disclosure may need to provide a statement as part of the evidence required.

In raising a concern about wrongdoing, you may assume that only those M&G Group staff investigating it will know your identity. We would not reveal your identity outside this group except:

- Where we are under a legal obligation or required by regulators to do so
- Where that information is already in the public domain
- On a strictly confidential basis to a professionally qualified lawyer or accountant for the purposes of obtaining advice; or
- To the police or as otherwise required by any statutory bodies or required act

### **6.3 Anonymous Allegations**

This policy encourages individuals to put their name to any disclosures they make.

If you don't tell us who you are, it would be much more difficult for us to:

- look into the matter;
- protect your position; and
- give you feedback.

Concerns expressed anonymously are much less credible and less capable of being addressed, but they may be considered at the discretion of the Company.

In exercising this discretion, the factors to be taken into account will include:

- The seriousness of the issues raised
- The credibility of the concern
- The ability of the Company to discover the facts
- Justification for maintaining anonymity
- The likelihood of confirming the allegation from attributable sources
- 

### **6.4 Untrue And Malicious Allegations**

If an individual makes an allegation in good faith, but is not confirmed by subsequent investigation, no action would be taken against that individual. In making a disclosure, the individual should exercise due care to ensure the accuracy of the information. If, however, an individual makes malicious or vexatious allegations, and particularly if he or she persists with making them other than via the proper channels, disciplinary action may be taken against that individual.

### **6.5 Employee Rights**

An employee would not be disciplined for raising a genuine and legitimate concern, providing that he/she does so in good faith and follows the whistle-blowing procedures.

The employee making an allegation would receive a written assurance from the person receiving the complaint that all steps will be taken to maintain confidentiality as far as is consistent with progressing the matter.

If a whistle-blower was or is involved in the wrongdoing, he or she is encourage to make a disclosure and voluntary admission would be given due consideration. The protection provided by this Policy may not apply depending on the nature or gravity of the whistle-blower's involvement or the wrongdoings.

## 7.0 Procedures

### 7.1 Reporting Concerns

All concerns under these procedures normally should be reported internally in the first instance. Only when the internal procedures have been exhausted should concerns be raised externally.

All matters or concerns may be raised directly with the Chairman of the Audit Committee. This can be done in writing, face to face or if you prefer, you can directly telephone the Chairman of the Audit Committee. Please make it clear that you are raising your concern as part of the whistle-blowing policy.

It is neither advisable for you to investigate the matter before raising the concern, nor for you to wait until you have “proof” of your suspicions. You would however be expected to demonstrate that there are reasonable grounds for raising concern under the whistle blowing policy.

All concerns are better raised in writing. The written format should set up the following aspects:

- The background and history of the concern
- The nature of malpractice that is alleged
- Relevant dates and witnesses where possible
- The reason for the concern
- The names of individuals whom the allegations are made

On receipt of the concern / complaint, the Chairman of the Audit Committee will instruct the Group Management Committee to investigate. The Group Management Committee or a designated representative thereto will write to you:-

- acknowledging that the concern has been received
- indicating how the Company propose to deal with the matter
- giving an estimate of how long it will take to provide a full response
- stating whether any initial enquiries have been made
- supplying information on support available to you
- stating whether further investigation will take place and if not, why not.

All matters shall then be referred to the primary internal person or external resource (as the case may be) overseeing the internal audit functions within 3 working days.

The Group Management Committee or a designated representative appointed thereto has a responsibility to act on the concerns raised. Failure to do so is a disciplinary offence.



Remember, we can deal with your concern even if you prefer to remain anonymous, but as mentioned before, this would make the investigation and giving you feedback much harder.

## **7.2 How we will handle the matter**

Once you have told us of your concern, we would look into it carefully and thoroughly to assess what action, if any, should be taken. Depending on the nature of your concern, this may mean an internal inquiry or a more formal investigation. We would tell you who your point of contact would be and whether we would need further assistance from you. We may ask you how you think your concern should be best dealt with. If you have a personal interest in the matter, you should disclose that at the outset. Whilst we would try to give you as much feedback as possible, we may not be able to give you specific details as this could infringe upon the privacy of another individual.

We cannot guarantee that we would respond to all concerns in the way that you might wish, but we would try to handle the matter fairly and properly. By using this policy, you would help us to achieve this.

If there is evidence of criminal activity, then the Group Management Committee and/or the appointed investigating officer should inform the police. The Company would ensure that any internal investigation does not hinder a formal police investigation.

## **7.3 Timescales**

Due to the varied nature of these sorts of complaints, which may involve internal investigators and / or the police, it is not possible to lay down precise timescales for such investigations. The Group Management Committee and/or the investigating officer should ensure that the investigations are undertaken as quickly as possible without affecting the quality and depth of those investigations.

The Group Management Committee and/or the investigating officer, should as soon as practically possible, send a written acknowledgement of the concern to the complainant and thereafter report back to them in writing the outcome of the investigation and on the action that is proposed. If the investigation is a prolonged, the investigating officer should keep the complainant informed in writing, of the progress of the investigation and as to when it is likely to be concluded.

## **8.0 Investigation**

### **8.1 Investigation Procedures**

If the concerns raised require a more formal investigation, the matter would be investigated thoroughly and in a timely manner by the Company and appropriate corrective action would be pursued.

A suitable person, namely senior managers who have the required skills and experience, may be appointed to carry out any investigation, according to the nature of the issue. If these skills are not readily available in the Company, external expertise would be sought.

The designated investigation officer and/or the Group Management Committee would conduct a full investigation to establish whether wrongdoing has occurred, with the assistance where appropriate, of other individuals / bodies. The format of the investigation may vary depending upon the circumstances.

**Role of the investigator:**

- Hold a formal meeting with the complainant to discuss the matter;
- Arrange individual interviews with relevant witnesses;
- Ensure the complainant and any witnesses have the right to be accompanied by a representative/work colleague at any meeting;
- Establish the facts/obtain statements/collect documentary evidence;
- Maintain detailed records of the investigation process;
- Report findings in writing to the Group Executive Chairman and/or Chairman of the Audit Committee;
- Make any recommendations for action; and
- Act as a witness at any subsequent disciplinary hearing if required.

**The investigating officer would confirm in writing to the complainant:**

- how the matter would be dealt with;
- the names of any other investigating officers;
- the estimated timescale to respond to the concerns raised;
- whether the complainant would be required to attend an investigatory interview and the right to be accompanied by a representative or work colleague;
- any further information or evidence that the discloser is required to provide; and
- details of employee support mechanisms and where further advice on the procedure can be obtained.

**Where a complaint or disclosure refers to the conduct of a particular individual or group, the investigating officer would be responsible to ensure that those people are:**

- informed individually in writing of the disclosure, the seriousness of the allegations and provided with any supporting evidence;
- advised in writing of the procedure to be followed;

- given an opportunity to respond in person and in writing to the claims made and provide any relevant evidence;
- informed of their right to be accompanied at any interview by a representative or work colleague; and
- given details of employee support mechanisms.

If the complainant is not satisfied that their concern is being properly dealt with by the investigating officer, they have the right to raise it in confidence with the Group Executive Chairman and/or the Chairman of Audit Committee.

## **8.2 What happens after the investigation?**

Findings of the investigation would be communicated to:

- You, as the person raising the wrongdoing concern;
- The individual(s) under investigation; and, if appropriate,
- The designated Management of the M&G Group and the Audit Committee Members or other external authorities who may need to consider whether action should be taken on the basis of the findings.

The records relating to the matters which have been resolved would be destroyed after 7 years.

## **8.3 Support after an investigation**

Where necessary the Company would provide support, counselling or mediation to any staff subject to investigation in order to ensure normal working relationships are resumed as effectively as possible.

## **9.0 Responsibilities**

### **9.1 Staff and others working at M&G Group**

- to be aware of the policy and procedures; and
- in making any disclosures to tell us if you have direct personal interest in the matter.

### **9.2 Managers**

- to make their staff aware of this policy and procedures;
- to encourage a positive open working culture for staff and others working at M&G Group to express easily their concerns;
- to take concerns seriously;
- to guide staff to the most appropriate route; and
- to refer concerns raised under this whistle-blowing procedure to the Chairman of the Audit Committee within three working days.

### **9.3 The Group Management Committee**

- to acknowledge receipt of disclosure to the whistle-blower;
- to indicate to the whistle-blower, where possible, how management proposes to investigate the disclosure and the likely timescales;
- to keep the whistle-blower informed of progress on a regular basis;
- to take concerns seriously, to consider them fully and fairly;
- to resolve issues as expeditiously as possible;
- to communicate the findings to you, the individual(s) under investigation and, if appropriate, members of the management or other external authorities;
- to keep a confidential log to assess effectiveness of policy and any emerging trends;
- to provide periodic reports on disclosures raising ethical issues to the Audit Committee; and
- to keep the policy under review.

#### **9.4 Audit Committee**

A summary of the findings of all investigations under this process would be reported to the Audit Committee. Audit Committee shall:

- advise Management and recommend on the appropriate course of action to be taken how and with whom to raise concerns when they arise; and
- provide support, if necessary, to staff at any stage of the process.

#### **10.0 External Contacts**

The rules and regulations set out in the Group Communication Policy as well as other relevant handbooks require that you do not disclose confidential, false or misleading information. In considering taking a concern outside the Group, you should be aware of your duty of confidentiality and you should consider whether reporting the concern externally, without first giving the Group the opportunity to look into the matter, is the reasonable course of action.

We hope this policy gives you the reassurances you need to raise concerns internally, but if you still feel uneasy, we would rather you raised with the appropriate regulator than not at all. Provided you are acting in good faith and you have evidence to back up your concerns, and as provided by law, employees may report illegal or unethical practices directly to the statutory bodies such as:

- Malaysian Anti Corruption Commission
- The Securities Commission
- The Police Force
- Other Similar government agencies

#### **11.0 Monitoring the Policy**

Confidential records would be kept of all matters raised through this policy and the Audit Committee and other appropriate committee would receive reports with an assessment of the effectiveness of the policy.

This policy would be reviewed at least annually or after each use. Any need for change would be reported to the Audit Committee for approval.

### Checklist of Dos and Don'ts

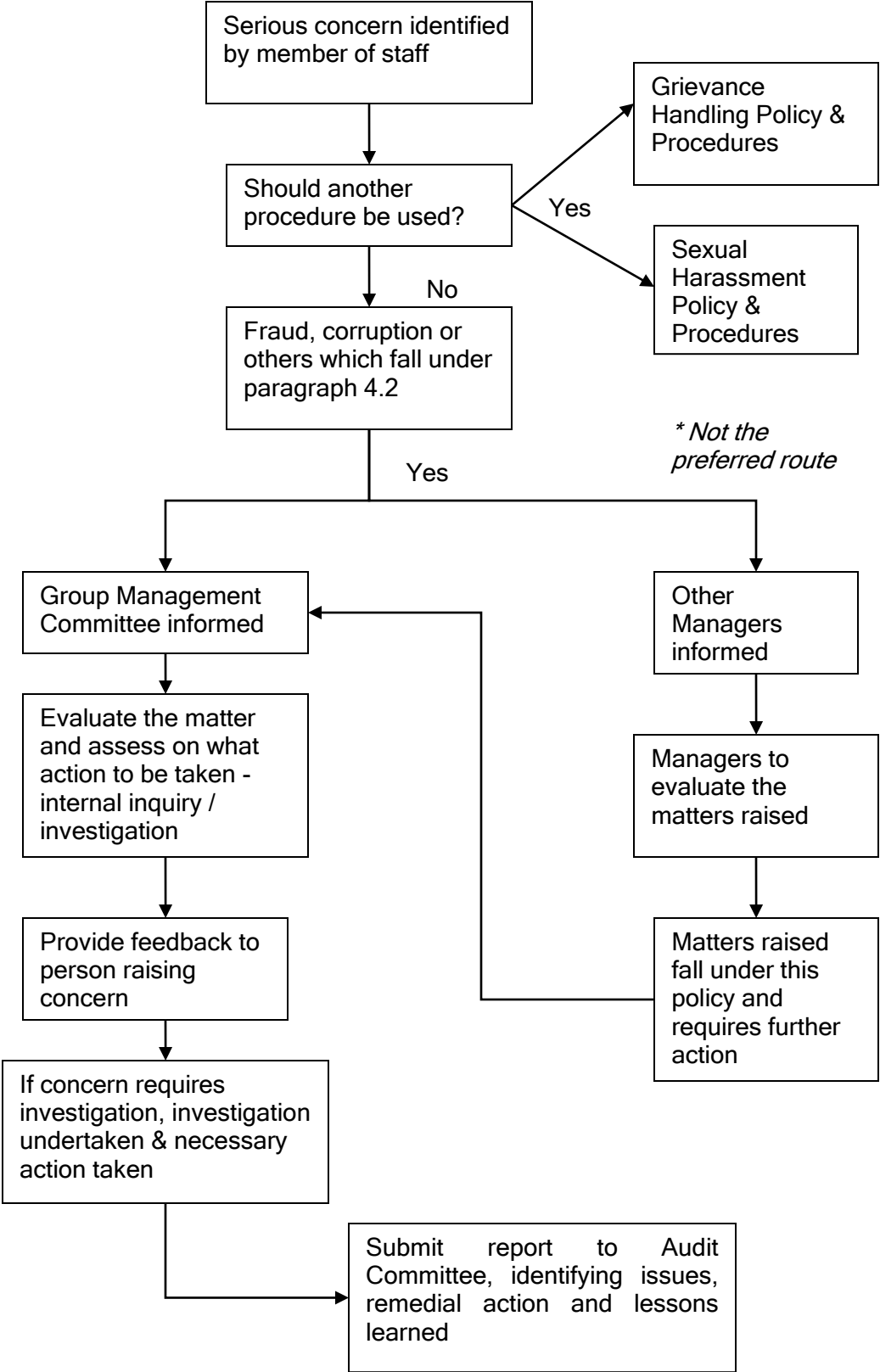
#### Dos:

- a) make an immediate note of your concerns  
*Note any documentary evidence that may exist*
- b) Disclose responsibly and in good faith
- c) think of the consequences before you act
- d) follow the guidance provided and contact the appropriate officer
- e) deal with the matter promptly if you feel your concerns are warranted

#### Don't:

- a) do nothing.
- b) be afraid to raise your concerns.
- c) approach or accuse any individuals directly.
- d) try to investigate the matter yourself\*
- e) Use a whistle-blowing procedure to pursue a personal grievance

\* Employees shall not attempt to personally conduct investigations or interviews or question anyone unless asked to do so by the Head of Internal Audit



Set out below are the directory of managers for you to report matters of fraud, theft or corruption.

a. **MARINE & GENERAL BHD**

i. Chairman of the Audit Committee

No.	Name & Designation	Contact Details
1.	Mr. Tai Keat Chai	<a href="mailto:acchairman@marine-general.com.my">acchairman@marine-general.com.my</a>

ii. Second level management

No.	Name & Designation	Contact Details
1.	Mohd Nizam Abd Wahab	<a href="mailto:nizam@marine-general.com.my">nizam@marine-general.com.my</a> 03-7735 6347
2.	Najidi Abdul Shukor	<a href="mailto:najidi@marine-general.com.my">najidi@marine-general.com.my</a> 03-7735 6307

b. **JASA MERIN (MALAYSIA) SDN BHD**

i. Second level management

No.	Name & Designation	Contact Details
1.	Mohd Noor Ismardi Idris (Chief Operating Officer)	<a href="mailto:mohdnoor@jasamerin.com.my">mohdnoor@jasamerin.com.my</a> 09 - 8511 1100 / 019-3211206
2.	Abdul Rahman Abdullah (General Manager - Operations)	<a href="mailto:rahman@jasamerin.com.my">rahman@jasamerin.com.my</a> 09 - 851 1111 / 019-9020500

ii. Immediate managers



No.	Name & Designation	Contact Details
1.	Tengku Khajakee Ibrahim (Audit & Compliance Manager)	<a href="mailto:tengku@jasamerin.com.my">tengku@jasamerin.com.my</a> 09 - 851 1151 / 013-9289344
2.	Tuan Kamal Rul Altta (Finance Manager)	<a href="mailto:altta@jasamerin.com.my">altta@jasamerin.com.my</a> 09 - 8511 1126 / 019-9390421
3.	Badzanishah Shahrom (Commercial Manager)	<a href="mailto:bandzanishah@jasamerin.com.my">bandzanishah@jasamerin.com.my</a> 09-851 1100 / 012 226 2535
4.	Ahmad Ridzuan Che Mustapha (Designated Person Ashore)	<a href="mailto:ridzuan@jasamerin.com.my">ridzuan@jasamerin.com.my</a> 09 - 851 1117 / 013-980 2747
5.	Abdul Rahim Md. Noor (Operations Manager)	<a href="mailto:rahim@jasamerin.com.my">rahim@jasamerin.com.my</a> 09 - 851 1105 / 013-9220623
6.	Ahmad Khairuddin Abdullah @ Razali (Health Safety & Environment Manager)	<a href="mailto:khairuddin@jasamerin.com.my">khairuddin@jasamerin.com.my</a> 09 - 851 1132 / 012-2843598
7.	Ruseli Othman (Fleet Manager)	<a href="mailto:ruseli@jasamerin.com.my">ruseli@jasamerin.com.my</a> 09 - 851 1112 / 017-387 0400
8.	Md Kamal Hassan A. Aziz (Training Manager)	<a href="mailto:kamal@jasamerin.com.my">kamal@jasamerin.com.my</a> 09-851 1178 / 012-250 1901
9.	Asman Hj. Ramli (HR & Admin Manager)	<a href="mailto:asman@jasamerin.com.my">asman@jasamerin.com.my</a> 09-851 1133 / 017 625 6110
10	Suriani Jaafar (Marine Personnel Manager)	<a href="mailto:suriani@jasamerin.com.my">suriani@jasamerin.com.my</a> 09-851 1177 / 012 988 3937
11	Muhammad Haris Abdullah Ali (Asset Integrity Manager)	<a href="mailto:haris@jasamerin.com.my">haris@jasamerin.com.my</a> 012-945 2580

**c. JASA MERIN (LABUAN) PLC**

No.	Name & Designation	Contact Details
1.	Iskandar Mohd Zaffa (General Manager)	<a href="mailto:iskandar@jasamerin.com.my">iskandar@jasamerin.com.my</a> 012-2186507