



# WHISTLEBLOWING POLICY

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## ABSTRACT

This policy is committed in maintaining high standard of corporate governance and integrity in the conduct of its business activities. In line with this, the Board of Directors and the Management, must maintain a workplace that practices good governance in all its operational activities and business dealings. Whistleblowing is a platform to empower the employees and stakeholders to report any genuine concerns about the wrongdoing that they may have observed within the Company.



## **WHISTLEBLOWING POLICY**

### **PURPOSE**

This policy is committed in maintaining high standard of corporate governance and integrity in the conduct of its business activities. In line with this, the Board of Directors and the Management, must maintain a workplace that practices good governance in all its operational activities and business dealings. Whistleblowing is a platform to empower the employees and stakeholders to report any genuine concerns about the wrongdoing that they may have observed within the Company.

Whistleblowing Policy (“Policy”) is implemented to:-

- (a) Provide an avenue for all employees and member of the public to disclose any improper conduct or any action that is or could be harmful to the reputation of the Company and/or compromise the interest of stakeholders;
- (b) Provide proper internal reporting channel to disclose any improper or unlawful conduct in accordance with the procedures as provided for under this Policy;
- (c) Address a disclosure in an appropriate and timely manner;
- (d) Provide protection for the whistleblower from reprisal as a direct consequence of making a disclosure and to safeguard such person’s confidentiality; and
- (e) Treat both the whistleblower and the alleged wrongdoer fairly.

Whistleblowing is an act of voluntary disclosure/reporting to the Management of the Company for further action of any improper conduct committed or about to be committed by an employee, officer or management of the Company.

This Policy shall also similarly apply to any vendors, partners, associates or any individuals, including the general public, in the performance of their assignment or conducting the business for or on behalf of the Company.

### **WHISTLEBLOWER**

The whistleblower’s role is as a reporting party. He/She is not investigator or finder of fact, nor does he/she determine the appropriate corrective or remedial action that may be warranted. The whistleblower does not have a right to participate in any investigative activities other than as requested by investigators.

A whistleblower includes any of the following:-

- (a) The employees, including employees on contract terms, temporary or short-term employees and employees on secondment, where applicable.
- (b) people performing services for the Company, including contractors and service providers.
- (c) members of the public who are natural persons, not being incorporated or unincorporated bodies.

[hereinafter referred to as “Person(s)”]



## **MONITORING AND REVIEW**

In general, all disclosures pursuant to this Policy are to be made to an officer who is designated by the Board of Directors of the Company.

The Prescribed Officer is responsible for ensuring compliance with this Policy and shall prepare a report which consists of confidential complaints, entailing the following information:-

- (a) number of complaints
- (b) types of complaints
- (c) nature of process or resolution
- (d) whether or not the allegation was founded

The Board shall be apprised of disclosure matters which are serious in nature or of grave repercussions.

## **REPORTING PROCEDURES**

This Policy is intended to complement the normal channels of communication and reporting lines within the Company. Persons shall first consult or raise their concerns with their immediate supervisors or heads or, when necessary. However, if their complaints or concerns remain unresolved, this Policy provides a facility for such Persons to make formal disclosures to be escalated to the relevant channel detailed on the Contact Information section at the end of this Policy.

### **(a) What to disclose**

A disclosure may be made if it relates to one or more of the following wrongdoings by any person in the conduct of the Company's business or affairs:-

- i. acceptance of favor
- ii. corruption or fraud
- iii. criminal offence
- iv. misuse of the Company's funds or assets
- v. gross mismanagement within the Company
- vi. serious financial irregularity or impropriety within the Company
- vii. serious breach of the Company's Code of Ethics and Conduct
- viii. racial, sexual, disability or other discrimination
- ix. an act or omission which creates a substantial or specific danger to the lives, health, or safety of the Company's employees, the public or the environment
- x. failure to comply within the provisions of other laws and regulations where the wrongdoer, knowingly, disregards or does not comply with such provisions
- xi. knowingly directing or advising a person to commit any of the above wrongdoing conduct which is an offence or a breach of the law (a criminal offence has been committed or failing to comply with any other legal obligation)



**(b) When to disclose**

A whistleblower shall come forward with any information or document that he or she, in good faith, reasonably believes and discloses a wrongdoing, which is likely to happen, is being committed or has been committed.

The whistleblower needs to demonstrate that he/she has reasonable grounds for the concerns. However, the whistleblower is not expected to first obtain substantial evidence of proof beyond reasonable doubt when making a disclosure. If the whistleblower knows as a matter of fact that there are reasonable grounds of suspicion that a wrongdoing is going to take place, such genuine concerns shall be raised at an early stage.

**(c) How to proceed**

Generally, all disclosures pursuant to this Policy are to be made to the Prescribed Officer as follows:-

- i. A disclosure can be made in writing, orally or via electronic mail ("**email**") to smartual@smartual.ai.
- ii. A disclosure shall include at least the following particulars:
  - his/her name, designation, current address and contact numbers;
  - basis or reasons for his/her concerns, for instance, its nature, the date, time, and place of its occurrence and the identity of the alleged wrongdoer;
  - particulars of witnesses, if any; and
  - particulars or the production of documentary evidence, if any.

The whistle-blower may be asked to provide further clarification and information from time to time, for example, if an investigation is conducted.

- iii. The Prescribed Officer shall screen and assess the disclosure to determine whether it is related to a wrongdoing or excluded from the scope of this Policy, and shall prepare general recommendations to the deciding authority.

The Chairman of the Board, as the case may be, has the authority to make the final decisions, including, but not limited to, any of those mentioned clause (d) below and designate any persons, from within or without the Company to conduct any investigation or to carry out any other process pursuant to this Policy (for instance, any meeting or an internal audit).

- iv. Following Paragraph (c) above, the disclosure together with the general recommendations shall be referred by the Prescribed Officer to the Chairman of the Board who has the authority to make final decisions including, but not limited to, any of the following:-
  - rejection of the disclosure
  - directing the concerns or any part thereof for consideration under other internal procedures or disciplinary procedures, if appropriate and applicable
  - resolution without recourse to an investigation
  - directing investigations of the Disclosure and any persons involved or implicated



- suspending the alleged wrongdoer or any other implicated person from work to facilitate any fact-finding or to avoid any employee's exposure to threat or harm
- designating the Prescribed Officer or any other persons from within or without WZ to conduct any investigation or to carry out any other process pursuant to this Policy
- obtaining any other assistance (for instance, external auditors or legal advice)
- referral to the police or any other appropriate enforcement authority.

The Chairman of the Board shall notify the Board of Directors upon making any final decisions.

- v. If the disclosure involves a Director, the disclosure shall be referred directly to the Board of Directors who shall then be responsible for the investigation and recommendation to the Board of Directors of the Company. The Board of Directors has the authority to make final decisions.

### **BEING INFORMED AND HAVING THE OPPORTUNITY TO BE HEARD**

The whistleblower shall be informed of the status of his/her disclosure matter as far as reasonably practicable. The whistleblower and the alleged wrongdoer are expected to give his/her full cooperation in any investigation or any other process carried out pursuant to this Policy.

The alleged wrongdoer may be asked to attend a meeting to discuss the allegations and must take all reasonable steps to attend the meeting. He/she shall be given an opportunity to answer the allegations at the meeting, and his/her own answers shall be recorded in the minutes of the meeting. The meeting may be adjourned for the Company to obtain any advice or proceed with further investigations. A meeting may not necessarily be held within the early stages of an investigation.

In the event the whistleblower is implicated or discovered to be or have been involved in any wrongdoing, he/she may also be investigated so as to complete the fact-finding process. An investigation is not and shall not be treated as a reprisal against the whistleblower. It is to facilitate decision making. The whistleblower may then be asked to attend a meeting to discuss the allegations and must take all reasonable steps to attend that meeting. He/she shall be given an opportunity to answer the allegations at that meeting, and his/her own answers shall be recorded in the minutes of that meeting. That meeting may be adjourned for the Company to obtain further advice or proceed with further investigations.

The whistleblower, and if applicable, the alleged wrongdoer shall be notified in writing of the decision on the wrongdoing (e.g. whether the wrongdoing occurred or not; or whether the alleged wrongdoer is guilty or not), and the basis thereof.

### **CONSEQUENCES OF WRONGDOING OR WRONGFUL DISCLOSURE**

If the Person (i.e. the whistleblower) of the Company has, or is found to have:-

- (a) committed a wrongdoing
- (b) taken serious risks which may likely cause a wrongdoing to be committed
- (c) made a disclosure not in accordance with the requirements of this Policy (for instance, dishonest, mischievous or malicious complaints)
- (d) participated or assisted in any process pursuant to this Policy otherwise than in good faith,



the corrective actions to be taken against that Person shall be determined by the Chairman of the Board, which may include, disciplinary measures, formal warning or reprimand, demotion, suspension or termination of employment or services with the Company or monetary or other forms of punishment.

#### **PROTECTION UNDER THIS POLICY**

Upon making a disclosure in good faith, based on reasonable grounds and in accordance with the procedure pursuant to this Policy:-

- (a) the whistleblower shall be protected from reprisal within the Company as a direct consequence of his/her disclosure.
- (b) the whistleblower's identity shall be protected, i.e. kept confidential unless otherwise required by law or for the purpose of any proceedings by or against any company in the Company.

#### **ACTING IN GOOD FAITH**

Only genuine concerns should be reported under this Policy. The report should be made in good faith with a reasonable belief that the information and any allegations are substantially true, and the report is not made for personal gain. Malicious and false allegations will be viewed seriously and if proven may lead to appropriate disciplinary action, up to and including legal action, where appropriate.

#### **CONFIDENTIALITY**

All reports submitted will be treated in confidence and reports will be maintained in strict confidentiality of the employees, directors or any stakeholders' identity consistent with the needs to conduct an adequate investigation. The information obtained and will only be revealed on a "need to know" basis or if required by law, court or authority.

#### **REVIEW AND REVISION TO THE POLICY**

This Policy shall be reviewed, at the Board's discretion, and amended from time to time, as and when necessary, to ensure its relevance and effectiveness in keeping with the Group's changing business environment, administrative or operational needs as well as changes to legislations. Changes to the Policy, if any, shall only be made with the Board's approval in writing.