



WHISTLEBLOWING POLICY

OBJECTIVE

The Board of Directors ("the Board") of Divfex Berhad ("DFX" or "the Company") has developed this Whistleblowing Policy ("the Policy") to provide a structured reporting channel and guidance to all employees and external parties to disclose any malpractice or misconduct of which they become aware without fear of reprisal, discrimination or adverse consequences.

The Policy is intended to reflect a robust whistleblowing approach that can deter current and future misconducts. Bona fide concerns relating to misconducts involving Directors and employees within DFX and its subsidiaries ("the Group") can be reported in accordance with the stipulations encapsulated in this Policy.

The Policy is designed and implemented to:-

- provide an avenue for all employees and third parties to disclose any improper conduct or any action that is or could be harmful to the reputation of the Group and/or compromise the interest of stakeholders;
- provide proper internal reporting channel to make a disclosure of any improper or unlawful conduct in accordance with the procedures as provided for under this Policy;
- address a disclosure in an appropriate and timely manner;
- provide protection for the whistleblower from reprisal as a direct consequence of making a disclosure and to safeguard such person's confidentiality;
- treat both the whistleblower and the alleged wrongdoer fairly;
- promote candour, transparency and accountability that will engender a healthy corporate culture;
- promote good corporate governance practices within the Group;
- strengthen the internal control system within the Group;
- foster confidence in the business activities of the Group and along the supply chain or the Group; and
- preserve the long-term reputation of the Group.

MISCONDUCT

The following shall constitute "Misconduct" under this Policy:-

- Criminal offences, ie. incidents of fraud, corruption or bribery, forgery, intentional deceit, criminal breach of trust, insider trading and money laundering;
- Embezzlement or misappropriation of the Group's assets or resources;
- Sexual harassment;

- Breach of the Group's policies, practices, procedures or other rules of conduct;
- Profiteering as a result of insider knowledge;
- Situation which pose a danger to health, safety or any individual or significant danger to the environment;
- Deliberate concealment of information of any of the matters listed above or other acts of wrongdoing;
- Breach of contract;
- Knowingly direct or abet a person to commit misconduct;
- Miscarriage of justice;
- Abuse of power and position or blackmail;
- Conduct or activity which breaches any law or regulatory obligation.

The aforementioned list is not exhaustive and includes any other acts or omissions, which if proven, will constitute an act of misconduct.

CONTENT OF DISCLOSURE

The whistleblower should be able to provide the disclosure in writing, information regarding the type of activity or conduct, identity of the person(s) suspected as being involved, when it occurred and who was affected.

The whistleblower must have first-hand knowledge or information of the facts, e.g. information obtained from third party or 'hearsay' will not be entertained. However, the whistleblower should not be discouraged from making a report because he/she is unsure whether there is sufficient evidence to support his/her allegations.

The whistleblower is encouraged to make use of the "Report of Wrongdoings" form provided in Appendix 1.

CONFIDENTIALITY AND PROTECTION

To ensure credibility and avoid disclosures which are malicious, frivolous or vexatious, the whistleblower must identify himself/herself when submitting a complaint/disclosure. Upon making the disclosure in good faith:-

- the whistleblower will be protected from any reprisal within the Group as a direct consequence of the disclosure. ("Reprisal" means disciplinary measures, demotion, suspension or termination of employment or service);
- the whistleblower's identity shall be protected e.g. kept confidential unless otherwise required by law or for purposes of any proceedings by or against the Group. A violation of the confidentiality of information reported by any party privy to the information would constitute a misconduct by itself; and
- 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.

Anonymous reports are not encouraged as any follow up to ascertain the facts or to obtain further information for investigation purposes would be difficult. Although the Company is not obliged to address any anonymous reports, the Company reserves the right to investigate anonymous disclosure depending on the nature and gravity of the allegations in the report at its sole discretion.

Protection will be accorded by the Company only when the whistleblower satisfies all the following conditions:-

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

Any retaliation, including, but not limited to, any act of discrimination, harassment, suspension, constructive or actual dismissal, demotion, vengeance or any other occupational detriment, threatened or taken against a whistleblower will not be tolerated and would be treated as a misconduct, and may result in disciplinary action if any such act is committed.

The Company views seriously any false, malicious or defamatory allegation. This can be considered as gross misconduct when appropriate disciplinary action may be taken by the Company.

REPORTING CHANNEL

The whistleblower should immediately come forward with any information that he/she, in good faith and reasonably believes that an improper conduct was committed, is being committed or will be committed.

Any concerns raised by employees should initially be reported to the immediate line manager or Head of Department or Human Resource Manager or Executive Directors.

However, if for any reason the whistleblower is reluctant to do so, then the whistleblower can report directly to the Chairman of Audit and Risk Management Committee ("ARMC") through mail (sealed in envelope and marked "Strictly Confidential") or e-mail to :-

Chairman of Audit and Risk Management Committee

Divfex Berhad

Suite 23.03, Level 23, The Gardens South Tower

Mid Valley City, Lingkaran Syed Putra

59200 Kuala Lumpur

Email: skcsec@yahoo.com

PROCEDURES

The Chairman of ARMC will screen and assess the whistleblower's disclosure to determine whether it constitutes a misconduct or is excluded from the scope of this Policy. The whistleblower may be required to provide additional information and clarifications if the need arises.

Initial inquiries will be conducted to determine whether an investigation is required. Some concerns may be resolved without the need for investigation. If investigation is necessary, the ARMC will instruct the management and/or designated officer(s) or set up an investigating team to conduct investigation on the whistleblowing case. The ARMC may appoint any

independent third parties, such as auditors or legal advisors, it deems appropriate and suitable to conduct the investigation.

Upon completion of the investigation, the investigators shall submit their findings together with appropriate course of action/recommendation to the ARMC for deliberation.

The ARMC will make decision on the whistleblower's disclosure, including but not limited to the following:-

- Initiate disciplinary action against wrong doer;
- Rejection of the whistleblower's disclosure and instruct that the matter to be closed should the preliminary findings by the management and/or designated officer(s) indicate no basis;
- Referral of the disclosure to the Board for the next course of action.
- In case where the findings suggest a possible criminal offence, the ARMC may also refer the disclosure to the appropriate authorities such as the police force or the Malaysian Anti-Corruption Commission for further action; or
- Determine any other course of action which the ARMC deems fit, taking into consideration the circumstances of the matter reported.

EXTERNAL DISCLOSURE

The aim of this Policy is to provide an internal mechanism for reporting, investigating and remedying any misconducts within the Group.

However, in certain instances, it may be appropriate to report to the relevant enforcement agencies e.g. Malaysian Anti-Corruption Commission, Securities Commission, Bursa Malaysia and the Companies Commission of Malaysia.

Rule 15.16 of the ACE Market Listing Requirements by Bursa Malaysia Securities Berhad states that “where an audit committee is of the view that a matter reported by it to the board of directors of a listed corporation has not been satisfactorily resolved resulting in a breach of these Requirements, the audit committee must promptly report such matter to the Exchange”.

Section 25(1) of the Malaysian Anti-Corruption Commission Act 2009 states that “any person to whom any gratification is given, promised or offered, in contravention of any provision of this Act shall report such gift, promise or offer together with the name, if known, of the person who gave, promised or offered such gratification to him to the nearest officer of the Commission or police officer”.

Under the Whistleblower Protection Act 2010, a whistleblower who makes a disclosure in good faith to an enforcement agency is accorded with certain protection subject to the provisions of the said Act as follows:

- Protection of confidential information [Section 7(1)(a) of Whistleblower Protection Act 2010];
- Immunity from civil and criminal action [Section 7(1)(b) of Whistleblower Protection Act 2010]; and
- Protection from detrimental action [Section 7(1)(c) of Whistleblower Protection Act 2010];

and for the purpose of Section 7(1)(c), the protection shall be extended to any person related to or associated with the whistleblower.

An external disclosure must only be made to the relevant enforcement agency. A public disclosure to anyone else could result in a revocation of the protections being accorded under the Whistleblower Protection Act 2010.

MONITOR AND REVIEW OF THE POLICY

The Board will monitor compliance with the Policy and review the Policy regularly to ensure that it continues to remain relevant and appropriate.

The Group shall provide training and communicate this Policy to its Directors, employees and other stakeholders using communication channels such as the Company's website.

The Policy shall be made available on the Company's website pursuant to Rule 15.28(2)(b) of ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

Appendix I**REPORT OF WRONGDOINGS**

1.	Date and Time of Report:	
2.	Details of Alleged Person	
	Name of person alleged:	
	Company of person alleged:	
3.	Details of Incident	
	Incident date and time:	
	Location of incident:	
	Details of allegation:	
4.	Details of Reporting Party	
	Name:	
	Contact number:	
	Email address:	
	Company:	