



## Introduction

Syspex is committed to being a “helping business”, practicing good faith in daily operations and actions whilst providing employees and customers with the highest standards of openness, probity, and accountability.

An important aspect of accountability and transparency is a mechanism to enable both staff of Syspex Group of Companies and other external parties to voice potential wrongdoings of staff 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 employer’s 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 the organisation chart.

Additionally, if any persons outside of Syspex Group of Companies discovers information which they believe show serious malpractice, unethicallity or dishonourableness within the organisation, or any act conducted in bad faith against public interest, this information should be disclosed to the Ethics Committee of Syspex Group of Companies for further investigation without fear of reprisal.

It should be emphasised that this policy is intended to assist employees or external parties who believe they have discovered malpractice, impropriety or any actions stated in the scope of the policy. 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 other policies.

### 1. DEFINITION

**“Authorities”** means official with legal power to make decisions or make people obey the laws such as the police or government department.

**“Ethics Committee”** means the committee formed by Syspex with the authority to address potential ethical and/or compliance issues in the daily business, oversee the investigation of any whistleblowing report, facilitate sound decision making and disciplinary action based on the outcome of the investigation.

**“External Parties”** collectively refers to persons who have a business relationship with Syspex Group of Companies, including customers, suppliers, contractors, joint-venture partners, agents and applicants for employment, and the public.

**“Gross Misconduct”** refers to conduct, which if proven, constitutes a disciplinary offence or a criminal offence that includes but are not limited to:

- (i) Financial malpractice, fraud, theft, embezzlement and blackmail;
- (ii) Bribery and corruption practices;
- (iii) Forgery or alteration of any document or account;
- (iv) Forgery or alteration of a cheque, bank draft or any other financial document;
- (v) Misappropriation of funds, securities, supplies or other assets;
- (vi) Impropriety in the handling or reporting of money or financial transactions;
- (vii) Impropriety of tender and procurement activities;
- (viii) Profiteering as a result of insider knowledge of the activities of Syspex Group of Companies;
- (ix) Gross negligence to Syspex Group of Companies’ Code of Conduct, policies and guidelines;
- (x) Abuse of power and position for personal gain;
- (xi) Any act that poses a danger to health, safety or the environment;
- (xii) Attempted concealment of any of the above;
- (xiii) Employee has set up own business or obtain second employment.



The list of Gross Misconduct under this section is not exhaustive and shall include any other act or omission, which if proven, will constitute an act of misconduct pursuant to the Syspex's Code of Conduct and/or a criminal offence under the relevant law in force.

In any cases, the Chairperson of the Ethics Committee, under the direction of the Managing Director, reserves the right to amend, remove, vary or expand the scope of jurisdiction of the Whistleblowing Policy should certain disclosures critically harm the reputation and credibility of Syspex Group of Companies.

**"Syspex Group of Companies"** shall mean all Syspex's entities controlled by, controlling or under the common control in this case representing equity ownership of 50% or more of the same shareholders for all the Group of Companies, together with its associated or joint venture company which any of the Company under the Group of Companies has substantial interest in or control over.

**"Whistleblowing"** refers to when an employee or external party raises a genuine concern about Gross misconduct that they are aware of through their work dealings.

**"Whistleblower"** refers to the employee or External Parties who discloses or reports the Gross misconduct.

**"IO"** refers to the Investigating Officer maybe an employee of Syspex or a third party appointed to carry out the investigation on the disclosure made by the Whistleblower.

**"PIR"** refers to the Preliminary Investigation Report to be prepared by the Investigating Officer for submission to the Ethics Committee.

**"FIR"** refers to the Final Investigation Report to be prepared by the Investigating Officer and the Chairperson of the Ethics Committee.

## 2. SCOPE

- 2.1. This policy applies to all Syspex Group of Companies's employees and External Parties.
- 2.2. This procedure does supersede, but not replace other company policy or procedures.
- 2.3. This policy is designed to enable the employees and External Parties to raise concerns to the Ethics Committee to disclose information which they believe to show serious malpractice, unethicallity or dishonourableness. This policy is intended to cover concerns which are in public interest and may initially be investigated internally before the invocation of other procedures.
- 2.4. This policy does not however, cover any issues, complaints or concerns in relation to:-
  - 2.4.1. Matters that are trivial or frivolous in nature;
  - 2.4.2. Matters which are motivated by malice;
  - 2.4.3. Matters pending or determined through the Company's disciplinary proceedings;
  - 2.4.4. Matters pending or determined through any tribunal or authority or court, arbitration, mediation or other similar proceedings.
- 2.5. If an employee is unsure whether a particular act or omission constitutes an Improper Conduct under this Policy, he or she is encouraged to seek advice or guidance from immediate superior or Head of Department, or the Head of the Human Resource Department.

## 3. SAFEGUARDS

- 3.1. **Protection.** This policy is designed to provide protection to employees who disclose such concerns provided that the disclosure is made in good faith, in reasonable belief and is not



for any personal gain or interest. Any alleged party who retaliates against the alleging party, provided the disclosure is made in good faith, will immediately be subject to disciplinary action by the Ethics Committee. It is important to note that no protection from internal disciplinary procedures is offered to those who allege under the following circumstances:

- 3.1.1. The Whistleblower wilfully discloses a false statement that he/she did not believe it to be true;
- 3.1.2. The disclosure is made with malicious intent;
- 3.1.3. The disclosure is frivolous or vexatious.

3.2. **Confidentiality.** Syspex Group of Companies will treat all disclosures in a confidential and sensitive manner. The identity of the individual making the disclosure will be kept confidential unless it hinders or frustrates investigation by the Ethics Committee. In cases where disciplinary action is required, 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. The Ethics Committee will take reasonable measures to conduct the investigation confidentially and protect the alleging party and investigation party from any threat of retaliation arising from the investigation provided the allegation was made in good faith.

3.3. **Anonymous Allegations.** This policy encourages employees to identify themselves to any disclosures they make. For External Parties, disclosures must be made whilst providing identification. Disclosures expressed anonymously are less credible, but they may be considered at the discretion of the Ethics Committee. In exercising this discretion, the factors considered will include:

- 3.3.1. The credibility of the concern;
- 3.3.2. The seriousness of the issues raised;
- 3.3.3. The ability of confirming the allegation from attributable sources.

3.4. **Untrue Allegations.** In making a disclosure, the individual should exercise utmost care in ensuring the accuracy of the information provided. If an employee or External Parties makes an allegation in good faith, which is confirmed by subsequent investigation, no action shall be taken against the alleging party. If the party alleges with malicious intent, Syspex Group of Companies reserves the right to take disciplinary or legal action against the alleging party and legal action against the External Parties.

#### 4. REPORTING PROCEDURES

4.1. **Information.** Any written disclosure made to any member of the Ethics Committee must include relevant and critical information as stated below:

- 4.1.1. The name, contact number and company of the Whistleblower, if the Whistleblower is an External Party;
- 4.1.2. The name and department of the Whistleblower, if the Whistleblower is an employee;
- 4.1.3. The background and history of the disclosure, with relevant dates, names and positions of employees involved or suspected to have contributed to the allegation, along with any potential evidence or information gathered. A disclosure may be made even if the Whistleblower is not able to identify the identity of the employees involved or suspected to have contributed to the allegation;
- 4.1.4. The Whistleblower is strongly encouraged to provide particulars of witnesses and/or documentary evidence and not withhold any information from the Disclosures.

4.2. Disclosures are to be reported to the Chairperson of the Ethics Committee via email at [whistleblowing@syspex.com](mailto:whistleblowing@syspex.com).



4.3. Disclosures must be in writing and email to the above email address together with the documentary evidence. Alternatively, the disclosures can be forwarded in a sealed envelope to the Company's registered address labelling with a legend such as "To be opened by the Chairman of Ethics Committee only".

## 5. INVESTIGATING PROCEDURES

5.1. **Receipt of Disclosure.** The recipient of all disclosures would be the Chairperson of the Ethics Committee. On receipt of a disclosure that satisfies conditions and scope, the Chairperson shall then appoint an IO with a designation/job grade higher than the alleged party. Declarations made within the conditions and scope of the whistleblowing policy shall be investigated by any appointed IO unless the complaint is against any member of the Ethics Committee or is in any way related to the actions of any member of the Ethics Committee. In such cases, the investigation should be passed to the Managing Director, or any member of the Ethics Committee deemed fit by the Chairperson. Under the discretion of the Chairperson, the Managing Director will be informed depending on the severity of each case.

5.2. **Contingencies.** The Ethics Committee should be prepared for potential contingencies caused by the actions of the alleged employee, including but not limited to:

5.2.1. **Criminal Activity.** If there is evidence of criminal activity, it is of the discretion of the Investigating Officer to inform the Authorities. The Ethics Committee is to ensure that any latter internal investigation does not hinder any formal investigation by any Authorities.

5.2.2. **Risk for further wrongdoing.** If there is a significant risk for further malicious wrongdoing by the alleged employee, at the discretion of the IO, the Ethics Committee should perform contingency planning to reduce the potential risk brought by any potential further malicious activity by the employee, including but not limited to:

- (i) Removal of email/SAP/ERP/Whatsapp Business access;
- (ii) Removal of remote server access;
- (iii) Remote locking of company mobile phone;
- (iv) Remote retrieval of company mobile phone data;
- (v) Confiscation of company laptop and/or other company electronic devices;
- (vi) Employee investigation/termination announcement to external parties;
- (vii) Removal of physical office access;
- (viii) Employee suspension with or without pay (depending on jurisdiction of each country's existing employment and labour laws).

5.2.3. **Fraud.** If the disclosure related to fraud, potential fraud or any financial irregularity, the Group Finance Controller must be informed within 2 working days of receipt of the disclosure.

5.3. **Timescale.** The IO should ensure that investigations are undertaken as quickly as possible without affecting the comprehensiveness and accuracy of investigations. The IO should, as soon as practically possible, acknowledge the receipt of the declaration from the alleging party. The duration of investigation should be decided by the IO under direction of the Chairperson. The timescale of each investigation shall follow each country's existing



employment and labour laws. The IO is to note that time is of the essence during investigation processes.

- 5.4. **Obtaining Details.** The IO should, to the best of their ability, get the full details and clarifications of the alleging party, along with any potential information to aid in evidencing the alleged wrongdoing. The IO should ensure the comprehensiveness and accuracy of the evidence gathered. The Ethics Committee reserves the right to inform the alleged employee of their investigation unless otherwise decided by the Chairperson of the Ethics Committee.
- 5.5. **Assistance.** The IO is able to seek assistance from other members of the Ethics Committee, or assistance for investigation from any other employee when deemed necessary by the Ethics Committee.
- 5.6. **Probing.** The IO is authorised to question and probe the alleged employee upon the permission and direction of the Ethics Committee. The Ethics Committee will appoint another investigating cross-examiner from the Ethics Committee to provide another perspective during the questioning process.

## 6. CLOSING PROCEDURES

- 6.1. **Judgement.** A judgement concerning the validity and seriousness of the evidence gathered will be made by the IO. This judgement will be detailed in the PIR, along with the assistance of other members of the Ethics Committee if necessary, containing the findings of the investigations and reasons for the judgement. The PIR should be presented to the rest of the Ethics Committee and the Managing Director for deliberation on the next course of action. If the disclosure is verified, the Chairperson shall invoke disciplinary or other appropriate company procedures upon consultation with the Managing Director and Group Human Resource. In the event that the Chairperson is not satisfied with the outcome of the investigation, the Chairperson is able to appoint another IO or external party to review the evidence gathered and to produce his/her own judgement.
- 6.2. **Announcement.** The Chairperson of the Ethics Committee reserves the right to release or withhold the outcome of the investigation to the alleging party.
- 6.3. **Closure.** Upon closure of the investigation as per directed by the Chairperson, the IO and the Chairperson is to prepare the FIR for submission to the Managing Director, containing details including but not limited to:
  - 6.3.1. The name, status, department, contact number or company of the alleging party, whichever applicable;
  - 6.3.2. The date on which the disclosure was received, along with the details of the member of the Ethics Committee who received the disclosure;
  - 6.3.3. The nature of the disclosure, along with all recordable and verifiable evidence;
  - 6.3.4. Whether the allegation was investigated, and the details of the Investigating Officer if applicable;
  - 6.3.5. The outcome of the investigation, along with any relevant disciplinary action meted by the Ethics Committee and/or Managing Director;
  - 6.3.6. Steps or recommendations that need to be taken by Syspex Group of Companies to prevent the Gross Misconduct from continuing or re-occurring in the future;
  - 6.3.7. Any further action taken by Syspex Group of Companies in respect of the Gross Misconduct, such as legal/criminal proceedings and the outcome.
- 6.4. **Confidentiality** – The register is to be confidential and only available for inspection by the Managing Director and Ethics Committee.



## 7. REVIEW OF POLICY

This Policy can be modified and amended by Syspex from time to time as it deems necessary in order to ensure compliance with laws and regulations and/or to accommodate organisational and business developments within Syspex Group of Companies.

Version	Approval Date
1.0	31 May 2022