

**KHIND HOLDINGS BERHAD
WHISTLE-BLOWING PROCEDURES**

KHIND HOLDINGS BERHAD AND GROUP OF COMPANIES WHISTLE-BLOWING PROCEDURES

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Introduction

Kind's Code of Conduct and Ethics contains corporate values, principles and guidelines for the way in which aims to conduct itself in relation to its consumers, customers, shareholders, employees, business partners and the communities in which it operates.

Kind is committed to high standards of openness and integrity in its work. To maintain these standards, Kind encourages its Directors, employees or external parties who have concerns about a (suspected) contravention of Kind's Code of Conduct and Ethics, to come forward and express these concerns without fear of punishment or unfair treatment.

To give guidance on how to raise these kinds of concerns, a whistle-blowing procedure is introduced.

This whistle-blowing procedure is intended to be used as an ultimate remedy, if no other means are available to address the matter. If you wish to raise a specific concern you are encouraged to try to solve the matter through existing procedures and discuss the matter first with your line superior(s) before using the whistle-blowing procedure. This whistle-blowing procedure is especially developed to deal with a (reasonable suspicion of) contravention of the Code of Conduct and Ethics.

Board of Director

1. Principles

Aim of the Whistle-Blowing Procedures (this “Procedure”)

The aim of the Procedure is:

- To provide avenues for stakeholders to raise concerns and define a way to handle these concerns in case it is not possible or appropriate to solve the issue in any other way and a discussion with your immediate superior is not possible or inappropriate;
- To enable management to be informed at an early stage about possible contraventions;
- To reassure employees that they will be protected from punishment or unfair treatment for disclosing concerns in good faith;
- To support the culture of openness, accountability and integrity.

Scope of the Procedure

The scope of the Procedure is:

- All concerns for behaviour conflicting with the principles set out in the Khind’s Code of Conduct and Ethics, such as:
 - Non-compliance to laws, regulations;
 - Financial malpractice;
 - Integrity;
 - Discrimination;
 - Danger to public or employee health and safety;
 - Corruption or bribery;
 - Concealment of any malpractice.

It will not always be clear whether a particular action falls under the principles of the Code of Conduct and Ethics and you will need to use your own judgement. However, in such cases, Khind would prefer that you report your concerns in good faith, rather than keep them to yourself. In the event of doubt whether a particular action is contrary to the principles of the Code of Conduct and Ethics, you are encouraged to first discuss this on a “no-name basis” with the Group HR or your Country Compliance Officer.

Any reports made in good faith will be valued and appreciated.

- The Procedure should not be used for imprudent imputations or personal grievances. The Procedure does not replace existing procedures handling (individual) grievances.

Reporter

Everyone employed by Khind (irrespective of the duration of the employment), a Director of Khind, an external party who has business with Khind, or the public, may report a (reasonable suspicion of) contravention of the Code of Conduct and Ethics (hereinafter referred to as “Reporter”).

2. Raising a Concern

First step

When an employee is of the opinion that a specific concern falls within the scope of this Procedure and cannot be solved through existing procedures, he or she is encouraged to discuss the matter first with his/her immediate Superior. This is the fastest way to clear up any misunderstanding and also the best way to ensure a good and open working environment throughout the organization.

Next step

If notifying your immediate Superior is not reasonably possible or inappropriate for whatever reason, or if you are of the opinion the response you received is not in the best interest of Khind or its stakeholders, you can choose to contact the following personnel:

- (i) Mr. Adil Jimmy Mistry, Group CEO – +603 7839 2000, Ext. 2160 or adil@khind.com; or
- (ii) Ms. Tee Lee Peng, the Head of Group HR – +603 7839 2000, Ext. 2161 or leanne.tee@khind.com.

They are collectively referred to as “First Level Personnel”.

If you feel that it is not appropriate to report to a Management personnel, or if the report concerns a Senior Management personnel, you can contact the following personnel:

- (i) Mr. Cheng Ping Keat, the Chairman of the Board of Directors – +603 7839 2000, Ext. 2168 or pingkeat.cheng@khind.com; or
- (ii) Mr. Wong Chin Mun, the Chairman of Audit Committee – +6012 336 9299 or richardcm.wong@gmail.com

They are collectively referred to as “Second Level Personnel”.

A Reporter will not be expected to prove truth of an allegation but he or she should be able to demonstrate that there are sufficient grounds to have a reasonable belief that something is wrong.

Handling of Reported Cases

The person who received a whistle-blowing report (“Procedure Personnel”, which may refer to the First Level Personnel or the Second Level Personnel depending on who received the reports) will assess each reported case whether:

- it qualifies as a contravention of the principles of the Code of Conduct and Ethics; and
- possible stumbling blocks can be removed easily.

Cases that qualify will be further investigated. Investigation methods will be determined by the Procedure Personnel, including obtaining external assistance from independent professionals. The Procedure Personnel will oversee the investigation or fact-finding activities, deliberate on the outcome of the investigation, pass judgment on the reported matter, provide binding advice to the Board or Senior Management, as appropriate, on measures to be taken, and monitor execution.

All cases reported to the First Level Personnel shall be summarised and notified to the Board of Khind while being mindful of protecting the identity of the Reporter and confidentiality of the case in the next Board meeting.

All reported cases involving Senior Management of the Group shall be escalated to and handled by the Second Level Personnel.

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The Board of Khind shall have the authority to make ultimate decisions relating to the reported cases. The Board may delegate this authority to the Senior Management, unless the report is made to or escalated to the Second Level Personnel, in which case the deliberation shall be made at the Board level.

Any persons who are directly or indirectly related to the reported case shall not be involved in the handling of the case.

How to Report and the Response

A report under this Procedure can be made in person, in writing, by telephone or by email. Please provide as much detailed information (as attached in Annexure) as necessary to enable the Procedure Personnel to assess the matter, such as background, history and reason for the concern, together with names, dates, places and other information. Khind will always arrange for ways to report in the native language, if so desired.

Anonymous reporting is not prohibited but it will largely restrict Khind's ability to carry out investigations. If a Reporter chooses to report anonymously, he/she is encouraged to provide as much detailed information as necessarily possible.

The review and investigation of the reported case will start immediately and be completed within 8 weeks from the date that a report was made. In the event that information about the status of the situation cannot be given within 8 weeks, a new date will be set for the expected notification of the status to the Reporter. Khind may appoint external independent parties to assist the investigation.

3. Safeguarding the Position of the Reporter

Confidentiality and Anonymity

The Reporter's identity will be kept confidential and only made known to persons handling or investigating the case, on a need-to-know basis.

No one is allowed to disclose the identity of the Reporter without permission of the Reporter, except in the following cases:

- if required by law;
- if the report has been submitted maliciously;
- in the event of an important (public) interest.

If the fact that the Reporter's identity is not revealed hinders or complicates investigations or may prevent appropriate actions from being taken, consent from the Reporter shall be sought.

Prevention of Punishment or Unfair Treatment

Khind will not tolerate punishment or unfair treatment when concerns are raised in good faith. Any employee who reports a contravention will be given protection and shall in no way be put at a disadvantage as a result of his or her report.

If the Reporter is punished or treated unfairly by anyone within Khind, this will result in consequences for that person. Such incidents are also reportable under this Procedure.

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Misuse of the Whistle-blowing Procedure

If there are concerns, Khind assumes employees express concerns in good faith. If upon investigation some of the concerns cannot be confirmed or may not have substance, no action will be taken against employees raising concerns in good faith.

Khind cannot permit a situation in which an employee purposely makes a report that he or she know, or has reason to know, is false. Making a false report will result in consequences for the employee (e.g. termination of the contract employment), and he or she may be held liable for damage suffered by anyone who has been affected by these false reports.

Escalation and Reporting to an Outside Party

If the Reporter in good faith believe that the outcome of the handling by the First Level Personnel is not in the best interest of Khind or its stakeholders, the Reporter may refer the case to the Second Level Personnel.

If after an evaluation and careful consideration the Reporter is of the opinion the procedures followed or decisions taken by the Second Level Personnel are not in the best interest of Khind or its stakeholders, he or she may consider reporting to an outside party. External disclosure may further be made in case of an important and urgent public interest or required by law.

The instrument of external reporting should in reasonable opinion of the Reporter be in balance with the relevant matter and there should not be a less potentially damaging option available.

The Reporter should minimize the possible negative impact of his/her actions to Khind and its stakeholders and to the people involved. The external party one considers disclosing information to, should be able to effectively organize action against the alleged contravention.

Before blowing the whistle externally, the Chairman of the Board of Directors or the Chairman of Audit Committee should be informed about the planned external whistle-blowing activity one is going to follow.

4. Safeguarding the Position of the Person(s) Subject of the Reported Cases

Informing person(s)

The person(s) subject of the reported case will be informed by the Procedure Personnel about the reported matter as soon as possible after it has been reported, unless such would seriously hinder the investigation or may contravene applicable laws or regulations.

5. Privacy

Khind is committed to protect the privacy of the persons involved to the fullest extent possible and in accordance with applicable laws. Any personal data obtained, as part of the Procedure will only be used for the purposes explained in the Procedure and will only be provided to those persons who have a need to know these data for these purposes or to comply with the law or an important public interest.

6. Implementation

The Group CEO's office is responsible to implement the Procedure in the organization, to communicate it effectively to all employees and to organize the necessary conditions in order to create a situation that there is in reason no obstacle for any person to report a (reasonable suspicion of) contravention of the Code of Conduct and Ethics.

The Group CEO's office will at least take the following actions:

- ensure the Procedure is publicly available on Khind's corporate website;
- inform all employees about the existence of the Procedure in the local language (including contents of Procedure, relevant names and addresses, telephone numbers and email-addresses). Information on the Procedure will be available on the intranet, by personnel information, introduction programme etc;
- appoint one or more Local Trusted Representative(s) in the organization;
- provide the Local Trusted Representative(s) and management with proper instructions regarding the correct execution of the Procedure;
- organise support in disclosing a contravention to those who do not have easy access or are less (computer) literate, e.g. via the Local Trusted Representative or local works council representative.

In order to keep the Procedure alive in the organisation, communication will be repeated regularly and relevant contact address, phone numbers and names of Chairman of the Board of Directors and Chairman of Audit Committee will be available at all time.

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Annexure – Whistle-blowing report format

	Clarification
1. General I have read the whistle-blowing procedures and agree to be bound thereto <input type="checkbox"/>	<i>Please note that the recipient of this report will always be aware of your personal data</i>
2. Company information Name of your company Location City Country	<i>"N/A" if not applicable.</i> <i>Please fill in the full physical address.</i>
3. Personal Information Your name Your preferred phone number Your preferred e-mail address Best time for communication with you Best way of communication with you <input type="checkbox"/> Phone <input type="checkbox"/> E-mail <input type="checkbox"/> Physical	<i>Leave blank if reporting anonymously.</i> <i>Please fill in your full first name and last name.</i> <i>You may also fill in your private phone number and private e-mail address.</i>
4. Report of Contravention What is the contravention/ matter of concern you want to report? Do you have a serious suspicion or are you sure? <input type="checkbox"/> Serious suspicion <input type="checkbox"/> I am sure	<i>This should be a general description. You can provide more details under Point 6 below.</i>

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<p>When did it occur?</p> <p>.....</p> <p>Where did it occur?</p> <p>.....</p> <p>Who are, in your view, the persons involved?</p> <p style="padding-left: 40px;">(first name – last name – function)</p> <p>(i)</p> <p>(ii)</p> <p>(iii)</p> <p>(iv) <input type="checkbox"/> unknown/ not sure</p> <p>What is, in your view, the potential damage (financially or otherwise) to the company or other interested parties?</p> <p>.....</p> <p>Do you think it will happen again?</p> <p><input type="checkbox"/> No <input type="checkbox"/> Yes, when:</p> <p>.....</p>	<p><i>Please fill in the location, document, or transaction involved, as the case may be.</i></p> <p><i>Please fill in the full first and last names and functions to the fullest extent possible.</i></p>
<p>5. Personal Action</p> <p>How did you become aware of the situation?</p> <p>.....</p> <p>Have you reported the situation to the immediate superior(s) first?</p> <p><input type="checkbox"/> No, why not: <input type="checkbox"/> Yes, the outcome was:</p> <p>.....</p> <p>Do you know of any other person(s) who are aware of the situation, not being personally involved?</p> <p><input type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>.....</p> <p>Do you have any physical evidence, which can be handed over?</p> <p><input type="checkbox"/> No <input type="checkbox"/> Yes</p> <p>.....</p>	<p><i>If you have informed colleagues, friends, or relatives, please also mention their full names.</i></p> <p><i>Please describe the physical evidence such as document.</i></p>

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6. Additional information	<i>Please provide any additional information you have</i>
Date: Signature: [Name of the Reporter]	