

## **TERMS OF REFERENCE FOR WHISTLEBLOWING COMMITTEE**

### **1 Objectives**

- 1.1 The Whistleblowing Committee (“**WBC**”) of EWI Capital Berhad (“**Company**”) was formed by the Board of Directors of the Company (“**Board**”). Its primary function is to develop, implement and maintain an effective whistleblowing policy and procedures for the Company, subsidiaries and joint ventures (“**Group**”).

### **2 Composition**

- 2.1 The Board shall elect the WBC members from amongst themselves, comprising not less than three (3) members and majority shall be Independent Non-Executive Directors. No alternate Director shall be appointed as a member of the WBC. In the event of any vacancy in the WBC resulting in the number of members of the WBC falling below three (3), the vacancy shall be filled as soon as possible, but shall not be later than three (3) months of that event.
- 2.2 The Chairman of the WBC shall be an Independent Non-Executive Director appointed by the Board.
- 2.3 The appointment of the WBC member shall terminate when the member ceases to be a Director or, as determined by the Board. The Board may revoke the appointment of a member and / or vary the term of appointment of a member at any time as it deems fit.

### **3 Secretary**

- 3.1 The Company Secretary or his / her representative or other appropriate senior officer shall act as Secretary of the WBC (“**Secretary**”). The Secretary, in conjunction with the Chairman, shall draw up an agenda, which shall be circulated together with the relevant supporting papers at least one (1) week prior to each meeting to the members of the WBC.
- 3.2 The Secretary shall be in attendance at each WBC meeting, be responsible for keeping the minutes of the WBC meetings and circulating them to the WBC members for approval and to the other members of the Board for notation. The minutes shall be kept at the registered office of the Company and shall be open for inspection by the Board. Any request by the Management or any other persons to inspect the minutes shall be subject to the approval of the Chairman of the WBC.

## **EWI CAPITAL BERHAD**

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### **4 Meeting Procedures**

- 4.1 The WBC shall meet at least once a year and the Chairman of the WBC may call for a meeting as and when necessary to discuss any complaints, reports or recommendations received.
- 4.2 The WBC may, as and when deemed necessary, invite other Board members and Senior Management members to attend the meetings.
- 4.3 Decisions of the WBC shall be by majority vote.
- 4.4 To safeguard against possibility of bias, prejudice and / or conflict of interest, in the event that any complaint / report involves and / or is related to a particular member of the WBC ("**Conflicting Member**"), the Conflicting Member shall abstain from participating in the deliberation and decision relating to such complaint / report.
- 4.5 The WBC members may participate in a meeting by way of telephone and videoconferencing or any means of communication equipment in which all persons participating in the meeting can hear and speak with each other. Such participation shall be deemed to be physically present at the meeting and shall be taken into account in ascertaining the presence of a quorum at the meeting.
- 4.6 The WBC may deal with matters by way of circular reports and written resolutions in lieu of convening a formal meeting. A resolution in writing, signed or approved by letter, electronic mail, telegram, telex or telefax or other electronic communication by majority of the members of the WBC, shall be as effectual as if it has been passed at a meeting of the WBC duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more WBC members and may be transmitted to the Company by any technology purporting to include a signature and / or electronic or digital signature of the WBC including but not limited to signing with a platform such as DocuSign.
- 4.7 The decisions of the WBC shall be final and binding and further complaint or appeal by the whistleblower or the person(s) affected by the complaint / report / recommendation will not be entertained.

### **5 Quorum**

- 5.1 The quorum for a meeting of the WBC shall be two (2) members. In the absence of the Chairman, the members present shall elect a Chairman for the meeting from amongst the members present.
- 5.2 In the event where any of the WBC member has to abstain pursuant to paragraph 4.4, the Adhoc Member(s) (defined below) shall be counted for the purpose of determining whether a quorum is present at any meeting of the WBC attended by him / her / them at which he / she / they is / are entitled to vote.

## **6 Appointment and Entitlement of Adhoc Member**

6.1 In the event any Conflicting Member is restricted from participating and voting, the remaining member(s) of the WBC shall nominate a Board member, subject to the approval being obtained from the Board, to fill up each vacancy of any such Conflicting Member(s) and act as an adhoc member(s) of the WBC (“**Adhoc Member**”), for the purpose of the particular complaint / report / recommendation, provided always that the particular complaint / report / recommendation:

- (a) does not involve and / or is not related to the Adhoc Member; and / or
- (b) does not originate and / or does not involve and / or is not related to a department under the supervision of the Adhoc Member.

The Adhoc Members will decide on whom amongst them will act as the adhoc chairman to generally perform all the functions as a Chairman for the meetings for the particular complaint / report / recommendation.

6.2 The Adhoc Member shall be entitled to:

- (a) receive notice of all meetings;
- (b) attend and vote at any meeting;
- (c) sign any resolution in writing; and
- (d) generally perform all the functions of a WBC member.

where he / she acts as an Adhoc Member for the purpose of the particular complaint / report / recommendation.

## **7 Authority**

7.1 The WBC is authorised by the Board to investigate any activity within its Terms of Reference including possible fraud, illegal acts or suspected violation of the Company’s policies, Code of Conduct and Business Ethics involving employees, Senior Management personnel or Board members. The WBC can obtain, at the expense of the Company, external legal or other independent professional advice it considers necessary in the discharge of its responsibilities.

7.2 In discharging its responsibilities, the WBC shall have full and unrestricted access to the Group’s management, books and records which the WBC reasonably believes or has reason to believe to be relevant to the complaint / report / recommendation and shall be entitled to examine any employee or any other person(s) as it deems appropriate and to seek and receive such information as it requires from them. All employees shall co-operate with any reasonable request made by the WBC.

## **7 Authority (*Cont'd*)**

7.3 Whenever the WBC reasonably deems fit, the WBC may refer the employee(s) who are involved in the following to the Group Talent Management Division of the Company or the relevant business unit(s) within the Group (as the case may be) for further actions:

- (a) employees who are involved or discovered to be involved in the improper conduct or detrimental action in a particular complaint / report / recommendation; or
- (b) employees who lied or are not telling the truth or uncooperative in the course of investigation.

7.4 The WBC is delegated with decision-making powers in dealing with any complaint / report / recommendation it received including recommendation to take appropriate action to address the misconduct or to implement procedures to take preventive measures to minimise or prevent the occurrence of the misconduct in the future, provided that any such concern or allegation does not involve:

- (a) any criminal offence;
- (b) any breach of duty resulting in losses exceeding RM1 million to the Group; or
- (c) any Board member.

## **8 Responsibilities and Duties**

8.1 In fulfilling its primary objectives, the WBC shall undertake the following responsibilities and duties:

- (a) receive, process, investigate and determine the genuineness and seriousness of any complaint / report raised;
- (b) conduct initial enquiry on any complaint / report received;
- (c) review the findings of investigation in respect of any complaint / report / recommendation;
- (d) dismiss any complaint / report if the same shall have no basis or merits or is not a matter to be dealt with;
- (e) decide on the appropriate actions to be taken to address the complaint / report / recommendation;
- (f) conduct its own investigation into any complaint / report / recommendation, if deemed necessary;

- (g) review and evaluate the effectiveness of Whistleblowing Policy and Whistleblowing Procedures (defined below) and recommend any changes it considers necessary to the Board for approval;
  - (h) ensure that Management establishes effective procedures (“**Whistleblowing Procedures**”) for the purposes of receiving, processing, identifying, investigating, reviewing, evaluating, recommending, decision making, responding to complaint / report / recommendation received and the Whistleblowing Procedures are in place accordingly;
  - (i) make recommendation to the Board for consideration and adoption for any complaint / report / recommendation where such concern or allegation involving:
    - (i) any criminal offence;
    - (ii) any breach of duty resulting in losses exceeding RM1 million to the Group; or
    - (iii) any Board member.
  - (j) review these Terms of Reference and its own effectiveness and recommend any changes it considers necessary to the Board for approval; and
  - (k) consider any other matters in relation to whistleblowing as may be delegated from time to time by the Board.
- 8.2 The above list is not exhaustive and the WBC may, in addition, perform such other functions as may be necessary or appropriate for effective performance of the WBC.
- 8.3 The Chairman of WBC shall engage on a continuous basis with Senior Management, such as the President & Chief Executive Officer and Chief Financial Officer in order to be kept informed of matters affecting the Group.

## **9 Reporting Responsibilities**

- 9.1 The Chairman of WBC shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and shall also formally report to the Board on how it has discharged its responsibilities.
- 9.2 The WBC shall make whatever recommendation to the Board it deems appropriate or any area within its remit where action or improvement is needed.

## **10 Annual General Meeting**

- 10.1 The Chairman of the WBC should attend the Annual General Meeting of the Company to answer any shareholder's questions on the WBC's activities.

## **11 Confidentiality and Anonymity**

- 11.1 All whistleblowing information and reports received by the WBC are to be treated as confidential and the whistleblower's identity will not be revealed unless it is required by law. The whistleblower is to be given an assurance that his / her identity will only be known to the Senior Management on a need to know basis and the outcome of the investigation will be fed back to the whistleblower. This is to encourage more whistleblowers to come forward to raise their concerns without fear.
- 11.2 All whistleblowing reports have to be made in good faith with reasonable belief that the information and allegations are true and should not be frivolous / malicious and not for personal gain.

## **12 Protection to Whistleblower**

- 12.1 To establish a sound relationship of trust, individuals who make disclosures are encouraged to identify themselves. This is especially when more detailed information is required. Whenever necessary, the whistleblower may be required to stand as a witness for the Company for the appropriate disciplinary action to be taken by the Company.

## **13 Review of Terms of Reference**

- 13.1 This Terms of Reference shall be reviewed periodically and any revision or amendment to these Terms of Reference, as proposed by the WBC or any third party, shall first be presented to the Board for its approval. Upon the Board's approval, the said revision or amendment shall form part of these Terms of Reference and these Terms of Reference shall be considered duly revised or amended.