



**SENHENG NEW RETAIL BERHAD**  
**[202101019079 (1419379-T)]**

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**WHISTLE-BLOWING  
POLICIES AND  
PROCEDURES**

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## **Table of Content**

1. Introduction
2. Definition
3. Objective of this Policies and Procedures
4. Scope of this Policies and Procedures
5. Roles & Responsibilities
6. Log of Reports
7. Whistleblowing Procedures and Reporting Hierarchy
8. Protection to Whistle-Blowers
9. Confidentiality
10. Anonymity of Whistle-Blowers
11. Actions by Management
12. Whistle-Blowing Procedure
13. Further Actions

Appendix 1

## 1 Introduction

In order to ensure and demonstrate commitment to efficient and independent handling of employee and stakeholder concerns, Senheng New Retail Bhd (“Senheng” or “the Company”) has engaged AXCELASIA Governance Advisory to set up and administer its Whistle- Blower facilities.

## 2 Definition

In this Standard Operating Procedure (“SOP”), expressions used shall have meanings shown below:

Senheng	Senheng New Retail Berhad
AXCELASIA	Axcelasia Roots Sdn Bhd
WB	Whistle-blowing
WBCh	Whistle-Blowing Champions, appointed to manage whistle-blower’s complaints/concerns, comprising the following members: <ul style="list-style-type: none"><li>• President (“President”)</li><li>• Chief Financial Officer (“CFO”)</li><li>• Head of Corporate Compliance (“HCC”)</li><li>• Head of Human Resource (“HR”)</li></ul>
WBCo	Whistle-Blow Committee, consisting selected members from the Board of Directors of Senheng
Board	Board of Directors of Senheng

*(Refer to Appendix I for the members of WBCh, the WBCo and the Board)*

## 3 Objective of this Policies and Procedures

This document sets out the procedures involved in, and the relevant provisions for, whistle-blowing. The whistle-blowing mechanism provides an avenue for concerned parties/stakeholders to raise their concerns about malpractices/improper conduct in a confidential manner and for the execution of inquiries into the reported concerns. This will ultimately drive reporting to the appropriate channels for further actions to be deliberated (if any).

This policy may also act as an early warning system. In addition, it is critical that lessons learnt through Whistleblowing cases surface systemic weaknesses within the Group, and this enables the Group to take corrective actions before serious damage is caused.

## 4 Scope of this Policies and Procedures

This document is designed to enable concerned parties/stakeholders to report any perceived act of malpractice/improper conduct. Such reports should not be based on mere speculation, rumors and gossip, but on knowledge of facts. Reportable malpractice/improper conduct covered under this SOP include, but are not limited to:

- All forms of financial malpractice or impropriety such as fraud<sup>1</sup> against or by the company, corruption, bribery, theft, embezzlement;

- Financial reporting irregularities;
- Failure to comply with legal and regulatory obligations;
- Breach of contractual obligations to clients/suppliers;
- Any form of criminal activity;
- Misuse of Company's property;
- Abuse of power;
- Non-disclosure/conflict of interest;
- Breach of Personal Data Protection Act ("PDPA")
- Discriminatory practices in relation to age, disability, national origin, race/colour, religion, etc.;
- Actions detrimental to Health and Safety or the Environment; and
- Attempt to conceal any of the above listed acts.

In reporting malpractice/improper conduct, the concerned parties/stakeholders should exercise sound discretion. This whistleblowing procedure is intended to be used as an ultimate remedy, if no other means are available to address the matter. Matters that can be resolved through normal escalations channels by, for example, carrying out internal discussions, reporting to the Head of Human Resources, Head of Finance, or any other/respective department heads, etc., should be addressed in these manners in the first instance. The whistle-blowing mechanism should only be used as a channel to report matters that either cannot be escalated through the normal channels or where such escalation has failed to yield appropriate and adequate action. Notwithstanding, where the concerned parties/stakeholders are in doubt, they should proceed to report through the whistle- blowing channel.

The whistle-blower needs to demonstrate that he/she has reasonable ground for the concerns. However, the whistle-blower is not expected to first obtain substantial evidence of proof beyond reasonable doubt when making a disclosure. If the whistle-blower 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.

<sup>1</sup> *Fraud is generally defined as "any intentional act or omission designed to deceive others, resulting in the victim suffering a loss and/or the perpetrator achieving a gain".*

*In the context of Senheng Group, fraud is also defined to include:*

- a) Any action deliberately designed to cause loss to the Group, or to obtain any unauthorized benefit, whether or not this is received personally or by others.*
- b) Occupational Fraud / Misappropriation of Assets - i.e., use of one's occupation for personal enrichment through the deliberate misuse or misappropriation of the Group's resources or assets and/or the act of making false representations of material facts whether by words or conduct, by concealing information, or by making misleading statements in order to obtain some benefit or payment that would otherwise not exist.*
- c) Fraudulent Financial Reporting - i.e., intentional manipulation of financial statements, intentional misstatements, and false disclosure of financial information; and*
- d) Any other acts committed knowingly, willfully, and intentionally which violates the Group's employment terms and conditions either for the person's own benefit, or for the benefit of some other party.*

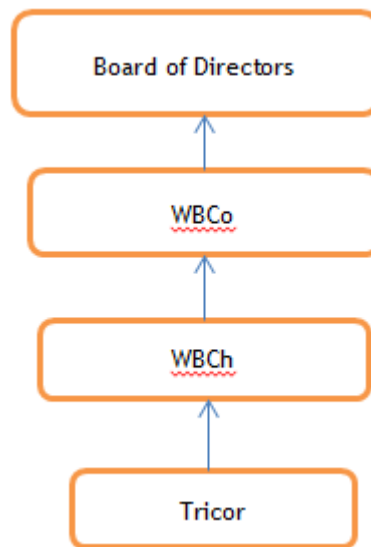
## 5 Roles and responsibilities

Party	Roles and Responsibilities
AXCELASIA	AXCELASIA shall review and handle the concerns confidentially and promptly, and shall report to the WBCh/WBCo/the Board at the following intervals: <ul style="list-style-type: none"><li>• Immediate - should concerns received requires immediate attention;</li><li>• Monthly - should there be no concerns received.</li></ul>
Whistle-Blower	<p>A Whistle-Blower is a person or entity making a protected disclosure on wrongdoing or inappropriate behavior of misconducts.</p> <p>Whistle-Blowers may be Senheng's employees, vendors, contractors, or the general public. The Whistle-Blower's role is as a reporting party, and are expected to act in good faith and should not make false accusations when reporting their concern(s).</p> <p>They are not investigators or finders of fact, nor do they determine the appropriate corrective or remedial action that may be warranted.</p>
WBCo	The WBCo is to oversee the integrity, independence and effectiveness of whistle-blowing processes
WBCh	The WBCh are the drivers of any further investigative work. They will receive whistle-blow reports from AXCELASIA and review them. WBCh will carryout/instruct for the carrying out either by Senheng's personnel or an external party, whichever is deemed appropriate, further inquiries or investigation into reported concerns. Where deemed necessary by other related Policies and Procedures of Senheng, the WBCo's and/or the Board's approval may be obtained for decisions to be taken.
Management (employees of Senheng and including the Board of Senheng)	Management is responsible for making management decisions in relation to all whistle-blowing matters, including accepting responsibility for the results. AXCELASIA will not in any way be involved with the management and decision-making functions or normal operations of Senheng.

## 6 Whistle/blowing procedures and reporting hierarchy

In order to maintain the independence and integrity of the whistle-blowing process, the following procedures will be adopted:

- Whistle-Blowers shall report their concerns at AXCELASIA WE-Care whistle-blower platform (“WE-Care”) at Hyperlink >> [Senheng Whistleblowing Platform](#)
- Under normal circumstances, the reporting hierarchy of concerns is shown as follows:



- Any concerns received by AXCELASIA at WE-Care will be escalated to the WBCh. The WBCh will follow up/investigate/or at their discretion, delegate the work to internal/external parties(s) as they see fit.
- Where concerns received involve any members in the WBCh other than the MD, the MD will follow up/investigate/or at his discretion, delegate the work to internal/external parties(s) as he sees fit. No detail of the concerns or the identity of the Whistle-Blower will be given to the subject WBCh member(s).
- Where concerns received involve the MD in the WBCh, AXCELASIA will escalate the concerns received directly to the WBCo, and the WBCo will follow up/investigate/or at their discretion, delegate the work to internal/external parties(s) as they see fit. No detail of the concerns or the identity of the Whistle-Blower will be given to the MD.
- Where concerns received involve the WBCo, AXCELASIA will escalate the concerns received to the WBCh. The WBCh will follow up/investigate/or at their discretion, delegate the work to internal/external parties(s) as they see fit. The MD within the WBCh who has direct access to the Board shall report to the Board directly. No detail of the concerns or the identity of the Whistle-Blower will be given to the WBCo member(s).
- Where concerns received involve any Member of the Board, AXCELASIA shall exercise its professional judgement in seeking out appropriate other Members of the Board to ensure the appropriate reporting and follow up to the concerns raised. No detail of the concerns or the identity of the Whistle-Blower will be given to the Board Member in question.

## 7 Log of Reports

All Whistleblowing complaints, findings of investigations and monitoring and corrective actions shall be centralized and logged by WBCh. There shall be a designated administrator in the WBCh to manage the logs. The WBCo should be informed of any new Whistle-blowing complaints on a case-to-case basis.

WBCo shall be kept updated on any Whistleblowing complaints reported where the WBCo member(s) are not implicated so that any interim corrective measure (if applicable) regarding the wrongdoing can be taken immediately.

All anonymous disclosures (i.e. anonymous letters / “surat layang”) received via Management must be escalated to the WBCo expediently.

Based on local regulation personal data in whistleblowing report must be kept for 7 years after completion of the investigation of the facts alleged in the report.

## 8 Protection to Whistle-Blowers

The identity of Whistle-Blowers will be kept confidential to a reasonably practical extent (see also Section 10 below). All Whistle-Blowers who have acted in good faith will be protected from unfair treatment or practices including, but not limited to:

- Retaliation;
- Threat or intimidation of termination/suspension of service;
- Disciplinary action;
- Transfer;
- Demotion;
- Withholding of promotion; and
- Any direct or indirect use of authority to obstruct the employee’s right to continue to perform his/her duties/functions, including making further disclosures.

Such protection will continue to apply even if investigation later reveals that the Whistle-Blower has been mistaken on facts, and the relevant rules and procedures involved. However, if an employee raises a concern frivolously, maliciously or for personal gain, these protections will no longer apply, and disciplinary action may be taken against the employee.

## 9 Confidentiality

Notwithstanding the use by AXCELASIA and the management, all reported concerns will be treated in confidentiality and are to be kept protected against any unauthorised use and access, except where applicable laws requires its disclosures or where prior adequate

notification has been given to the Whistle-Blower.

## **10 Anonymity of Whistle-Blower**

Whistle-Blowers may choose not to disclose his/her identity when reporting their concerns. However, in the course of any resultant investigation (and/or legal proceedings where necessary), the Whistle-Blower may be requested to disclose his/her identity. It should be noted that there will be situations in which further action (including investigation, disciplinary action and/or legal proceedings against the subjects of a complaint) may not be possible without knowing the identity of the whistle-blower.

## **11 Actions by Management**

Once management has received the whistle-blower reports from AXCELASIA, management will carry out its investigation and take the appropriate corrective and/or disciplinary actions. Where management has decided that it cannot perform the necessary investigation, due to technical limitations, independence issues or otherwise, management shall engage an independent professional party to carry out the investigation.

## **12 Further Actions**

As soon as it is practical, the Whistle-Blower must be updated on the status of their revelation. Both the alleged perpetrator and the Whistle-Blower are required to cooperate fully in any investigation or other process carried out in accordance with this Policy.

The alleged wrongdoer might be requested to attend a meeting to talk about the accusations, and they have to make every effort to do so. At the meeting, they will have a chance to respond to the accusations, and their comments will be written down in the meeting's minutes. The conference can be adjourned so Senheng might seek counsel or carry out additional research. It is possible that a meeting won't be convened right away during an investigation.

To complete the fact-finding process, the whistle-blower may also be probed if they are suspected of, or found to be involved in, any wrongdoing. An examination is not being viewed as retaliation against the Whistle-Blower and never will be. It is done to make decision-making easier. The Whistle-Blower might then be invited to attend a meeting to talk about the accusations, and they have to make every effort to do so. At that meeting, they will have a chance to respond to the accusations, and the minutes of that meeting will include their responses. Senheng can ask to adjourn the meeting so that they can get more counsel or carry out more research.



The decision about the wrongdoing (i.e., whether the wrongdoing occurred or not, or whether the accused wrongdoer is guilty or not), and the basis thereof, shall be communicated in writing to the whistle-blower and, if applicable, the alleged wrongdoer.

### 13 Whistle Blowing Procedures

Process	Narration
<pre> graph TD     A[Raising of concerns by Whistle-Blowers] --&gt; B[Email Notification by WE-Care]     B --&gt; C{Require immediate attention?}     C -- Yes --&gt; D[Immediately notify the WBCh/WBCo/Board]     C -- No --&gt; E[Close-out &amp; categorisation of concerns within 7 working day]     D --&gt; E     E --&gt; F((A))           </pre>	<p>Whistle-Blowers are to raise concerns through WE-Care at <a href="#">Senheng Whistleblowing Platform</a></p> <p>The concerns should be clearly presented and contain the following details which should be filled-in in the space provided in WE-Care.</p> <ul style="list-style-type: none"> <li>• Whistle-Blower's contact details (optional)</li> <li>• Types/Categories of incident</li> <li>• Background/Description of the incident</li> <li>• Time and date of the incident</li> <li>• Location of the incident</li> <li>• The person(s) involved</li> <li>• No.of occurrence of the incident</li> <li>• Has the incident been reported before</li> <li>• Evidence as the supporting of the incident</li> </ul> <p>Upon the submission of the concerns, the Whistle-Blower will receive the email notification by WE-Care.</p> <p>Where the matter requires immediate attention, AXCELASIA shall highlight to WBCh/WBCo/the Board for the next course of action. (i.e. immediate issuance of detailed case report)</p> <p>AXCELASIA shall, within 7 working days of the receipt of the concerns, review, categorise, close out the concerns with the Whistle- Blower (subject to Whistle-Blower's availability and co- operation), and update the status of the concerns on WE-Care (of which the Whistle-Blower can check).</p>

10 Whistle-blowing Procedures (Cont'd)

Process	Narration		
<pre>graph TD; A((A)) --&gt; B[Submission of whistle-blow reports, and detailed case reports (if any)]; B --&gt; C{Require further action?}; C -- Yes --&gt; D[Initiate further action/ investigation]; C -- No --&gt; E[End]; D --&gt; E;</pre>	<p>AXCELASIA shall submit the whistle-blower reports, i.e. the summary of concerns and the detailed case reports (if any) and status to the following and according to the timeline set out below:</p> <table><tr><td>WBCh (or to the WBCo or the Board according to circumstances set out in Section 6</td><td><ul style="list-style-type: none"><li>Monthly - should there be no concerns received.</li></ul></td></tr></table> <p>The WBCh/WBCo/the Board of SENHENG shall engage in deliberation on the need for further actions, e.g.: investigations, legal actions, process improvement, disciplinary measures etc.</p> <p>To carry out the further actions internally or externally, depending on factors such as technical capabilities, independence, confidentiality, etc.</p>	WBCh (or to the WBCo or the Board according to circumstances set out in Section 6	<ul style="list-style-type: none"><li>Monthly - should there be no concerns received.</li></ul>
WBCh (or to the WBCo or the Board according to circumstances set out in Section 6	<ul style="list-style-type: none"><li>Monthly - should there be no concerns received.</li></ul>		

**Whistle Blow Champions (WBCh) - Senior Management Personnel**

No.	Position
1	President
2	Chief Financial Officer
3	Head of Corporate Compliance
4	Head of HR

**Whistle Blow Committee (WBCo)**

No.	Position
1	ARMC Chairman
2	ARMC Member
3	ARMC Member

**Members of the Board of Director of SENHENG**

No.	Position
1	Executive Chairman
2	President
3	Director
4	Director
5	Director
6	Director
7	Director