



SIM LEISURE GROUP LTD

WHISTLEBLOWING POLICY AND PROCEDURES

Category	Corporate Governance
Subject	Whistleblowing Policy & Procedures
Approved by	Audit Committee & Board of Directors
Effective Date	30 March 2023 (Date of DRIW for the Policy)
Reference	CG-2023-1(Revision)

1. PURPOSE OF THE POLICY

- 1.1 The Whistleblowing Policy and Procedures (the “**Policy**”) sets out Sim Leisure Group Limited’s (“**Sim Leisure’s**” or “**Company’s**”) approach to enhance corporate governance by helping to foster an environment where integrity and ethical behaviour is maintained and any illegality, improper conduct and/or wrong doings in the Company and its subsidiary companies (“**Group**”) may be exposed.
- 1.2 The objective of the Policy is to provide a formal and confidential channel to all employees of the Group (“**Employee(s)**”) and external parties to report in good faith, on any misdeeds or improprieties that could adversely impact the Group, the employees, shareholders, and other stakeholders of the Group.
- 1.3 The Policy is established to assist Employees and external parties to raise concerns, without fear of retaliations on any improper conduct that may be observed within the Group. In order to achieve the standard policy, the Group encourages all Employees and external parties to disclose any improper conduct and such reports will be processed through a transparent and confidential procedure as provided under this Policy while their identity will remain anonymous and be kept confidential (except where disclosure obligations are required under law and regulations).

2. SCOPE AND OVERSIGHT OF THE POLICY

- 2.1 The Policy is applicable to all a) management and Board of Directors of the Company and its subsidiary companies; and b) all Employees.
- 2.2 Generally a whistleblower is an insider of an organisation or any person who complains of improper conduct(s) that has occurred within the same organisation. In an effort to encourage whistleblowers, this Policy provides safe and clear avenues for them to make disclosures of such alleged improper misconduct in good faith, by protecting their identities which will remain anonymous and protecting them against detrimental and/or unfair treatment/action.
- 2.3 Improper conduct shall mean, but not limited to any act of malpractice or an unethical behaviour of the following:
 - a) Corruption;
 - b) Criminal offense;
 - c) Sexual harassment;
 - d) Actual or suspected fraud;
 - e) Misappropriation of monies;

- f) Abuse of power and position;
- g) Improprieties in matters of financial reporting;
- h) Unauthorized or misuse of company's properties;
- i) Endangerment of an individual's health and safety;
- j) Deception of facts or information with intention to mislead;
- k) Disclosure of confidential information without prior approval;
- l) Any action which intimidate or coerce a Director or Management or an Employee;
- m) Breaking any laws and regulations; and
- n) Concealment on or/and a threat to take any or combination of the above.

2.4 The Audit Committee (“**AC**”) is responsible for oversight and implementation of the Policy as well as monitoring of whistleblowing activities and/or complaints/reports. For this purpose, the administration of the Policy including the procedures, is handled and coordinated by the Head of Human Resource (“**HHR**”) who shall also be responsible to 1) incorporate any amendments and updates into this Policy document; and 2) obtain comments and approval from the Audit Committee, represented by the AC Chairman; and 3) for distribution or dissemination of the same to the relevant parties and channels.

3. REQUIREMENT OF GOOD FAITH, PROTECTION AGAINST DETRIMENTAL ACTION AND CONFIDENTIAL INFORMATION

3.1 As any allegation of improper conduct may result in serious personal repercussions for the person that has allegedly committed an improper conduct, the whistleblower shall ensure the disclosure is made in good faith.

3.2 The whistleblower must have reasonable and probable grounds before reporting or making such disclosure. The whistleblower shall remain responsible for his/her own conduct and such disclosure/reporting should be made free from any malicious intent and not for personal gain or motivation.

3.3 Any person that has not acted in good faith shall not be entitled to any protection under this Policy and an Employee making allegations or reports that prove to have made without good faith will be subject to disciplinary action.

3.4 A whistleblower who makes a disclosure of improper conduct in good faith will be accorded with the protection against detrimental treatment or action as follows:-

- dismissal of the whistleblower;
- taking disciplinary actions, suspension and/or demotion;

- subjecting the whistleblower to any form of harassment or abuse;
- imposing any penalty, loss or damages on the whistleblower; or
- discharging, demoting, threatening or discriminating against the whistleblower.

3.5 Any disclosure or report made in good faith, even if it is not subsequently confirmed by an investigation, the whistleblower concerned shall be eligible for protection under this Policy.

3.6 The disclosures or reports are investigated on timely manner and identity of the whistleblowers will be fully protected and all information in respect of the disclosures or reports received will be treated as confidential and will not be disclosed prior to the consent of the whistleblower, except where disclosure obligations are required under law and regulations. In such instances where disclosure become necessary, the AC (represented by AC Chairman) will engage with the whistleblower on the approach to proceed further on the said concern or matter.

4. COMMUNICATION CHANNELS

4.1 A disclosure or report may be made through the following manners:-

- written mail or email to the AC and/or Lead Independent Director as follows:-

Email to AC : Through the Company's website at
<https://www.simleisuregroup.com>

Email to Lead Independent Director : bryan@simleisure.com

Mail to registered office or Kuala Lumpur Office ("KLO") of the Company : Registered address
Company Secretary, 138 Robinson Road
#26-03, Oxley Tower Singapore 068906

KLO address
Curve Nx, 18, Jalan PJU 7/5, Mutiara
Damansara, 47810 Petaling Jaya,
Selangor.

- by making verbal or written complaint to the HHR; or
- by making verbal or written complaint to the Head of Department.

5. WHISTLEBLOWING REPORTING AND REVIEW PROCESS AND PROCEDURES

- 5.1 Whistleblower wishes to make any disclosure, report or complaint of improper conduct (“**Complaint**”) may submit the completed Complaint (together with evidence, if any) in a sealed envelope marked as “**P&C**” directly to the HHR at the Human Resource Department or mail to the KLO address or registered address of the Company for the attention of the AC or Lead Independent Director. Any Complaint received by the Company Secretary at the registered address will be forwarded to the AC Chairman or Lead Independent Director accordingly.
- 5.2 Complaint made through email channel as mentioned in Section 4 will be directed to the HHR while Complaint made to any of the Head of Department will be submitted directly to HHR by the respectively Head of Department. All Complaints in relation to whistleblowing (including those mentioned in Paragraph 5.1 above) will be complied and presented by HHR to the AC for consideration and due process. For this purpose, the AC shall designate an independent committee comprising AC member(s) and represented by HHR to process and investigate the Complaints (“**Dedicated Committee**”).
- 5.3 The Complaint shall principally contain 1) details of the Employee or person(s) involved; 2) details of the allegation such as nature, time and place; 3) any supporting evidence; and 4) other relevant information.
- 5.3 Upon receipt of a Complaint, the HHR under the direction and guidance of the Dedicated Committee shall within a reasonable time conduct an initial enquiry of the Complaint to assess the authenticity and seriousness of the allegation. In the event the enquiry revealed the Complaint has no basis or the matter raised is not within the Policy, the Complaint will be dismissed and accordingly, a notification to the whistleblower will be issued by HHR.
- 5.4 Complaints that are not dismissed pursuant to paragraph 5.3 will be investigated in a fair manner without any presumption of guilt. The Dedicated Committee shall have the right to call for any information and documents and to scrutinise any Employee or any other person(s) during its fact-finding process and for the purpose of the investigation.
- 5.5 HHR shall be responsible to record and document all findings and result of the investigation and notify the whistleblower upon consultation with the Dedicated Committee. The Dedicated Committee targets to work within a two (2)-month time period for findings of a Complaint unless otherwise extended, due to the complexity of the case.

6. CONSEQUENCES OF IMPROPER CONDUCT

6.1 The Company and the Group will consider and/or take amongst others, the following actions against Employee or any person who commit an improper conduct:-

- Reprimand, disciplinary action or/and impose punishment where appropriate;
- Transfer to another department or relocation;
- Suspension or termination of employment;
- Submit and report to relevant authorities where appropriate; and/or
- Any other action deemed appropriate by the AC and/or Board of Directors in relation to the extent of the damage to the Group and seriousness of the matter.

END OF THE POLICY