

**COPE PRIVATE EQUITY SDN BHD'S ("COPE")
POLICY ON WHISTLEBLOWING**

1) OBJECTIVE

COPE is committed to high standards of ethical, moral and legal business conduct. COPE takes zero-tolerance approach to all forms of bribery and corruption. The objectives are;

- a) To provide an avenue for all employees of COPE and members of the public to disclose any improper conduct in accordance with the procedures as provided for under this policy;
- b) To provide protection for employees and members of the public who report such allegations;
- c) To promote a transparent and open environment for fraud reporting within the Company; and
- d) To serve as an early warning system for the company to remedy any wrongdoings before serious damage is caused.

2) DEFINITIONS

- 2.1) Whistleblowing - This occurs when an employee or a member of the public raises a genuine concern of Improper Conduct that he / she is aware of through his / her work / dealing.
- 2.2) Whistleblower – The employee or member of the public who discloses or reports the Improper Conduct under this policy.
- 2.3) Improper Conduct - This is generally described as any conduct by an employee which if proved constitutes a criminal offence or any conduct that constitutes a wrongdoing or malpractice and may include any of the following (the list is not exhaustive):
 - (a) Fraud;
 - (b) Bribery;
 - (c) Abuse of Power;
 - (d) Conflict of Interest;
 - (e) Theft or embezzlement;
 - (f) Sexual harassment;
 - (g) Any act that is likely to cause significant financial loss or costs to the Company including any intentional misrepresentation of the Company's financial statements;

- (h) Misuse of Company's Property; and
 - (i) Non-compliance with COPE's policies and procedures as well as breach of any law, regulation or rule that is applicable to the Company.
- 2.4) Concern - a report raised by a Whistleblower about an actual or suspected irregularity or Improper Conduct within COPE.
- 2.5) Authorised Persons - persons who are strictly necessary for the handling and/or investigation of the Whistleblower's Concern. The Designated Authority determines the persons who are to become Authorised Person on a case-by-case basis.
- 2.6) Designated Authority (DA) - Compliance Manager or Human Resources Manager.
- 2.7) Managing Director (MD) – Managing Director of COPE
- 2.8) Board of Directors – Board of Directors for COPE

3) HOW TO RAISE A CONCERN

- 3.1) The formal report or complaint (written or verbal) can be made to a member of the DA who will refer to the Board of Directors. Concern may be raised in the following manner:
- a) Email to Designated Authority (whistleblowing@copepartners.com)
 - b) Submission of Whistle-Blower Report form as appended in Appendix I of this policy.
 - c) Private meeting with Designated Authority.
 - d) Telephone call to Designated Authority.
- 3.2) The content of disclosure made shall contain the following information:
- a) Details of the person (s) involved;
 - b) Details of the allegation which includes the nature of the allegation; location and date/time the alleged misconduct took place;
 - c) Any supporting evidence (if available); and
 - d) Other relevant information
- 3.3) The DA or his representative shall make a preliminary assessment of the allegation in order to establish a case. If the case is worthy to be investigated, the DA shall inform the Managing Director ('MD') about the receipt of the Concern, without disclosing the identity of the Whistleblower.

- 3.4) If the DA is the subject matter of the Concern, the Board of Directors must be informed in a confidential manner by the MD or the other member of the DA.
- 3.5) If the MD is the subject matter of the Concern, the Board of Directors must be informed in a confidential manner by the DA.
- 3.6) If the Board of Directors are the subject matter of the Concern, the MD must be informed in a confidential manner by the DA.
- 3.7) If the case is worthy to be investigated, the DA/MD/Board of Director (based on the circumstances of the case as per above) shall appoint an Investigating Officer (IO) to initiate a formal investigation.
- 3.8) Any employee and member of public who wishes to report the Concern, he / she is required to disclose his / her identity to the DA in order to accord the necessary protection to him / her. However, anonymous disclosure is accepted and COPE reserves its right to investigate into any anonymous disclosure.

4) YOUR PROTECTION

- 4.1) For protection of the Whistleblower, the DA shall, at all times, keep the confidentiality of the Whistleblower's identity (which shall not be revealed without his / her expressed consent) so as to protect him / her from any potential reprisals by the suspect or his / her associates and related parties.
- 4.2) The confidential information pertaining to any person who makes or receives a disclosure of improper conduct shall be kept confidential at all times. "Confidential Information" here includes: -
 - (a) Information about the identity, occupation, residential/work address of the Whistleblower and the person against whom a Whistleblower has made a disclosure of Improper Conduct;
 - (b) Information disclosed by a Whistleblower; and
 - (c) Information that if disclosed may cause detriment to any person.
- 4.3) The identity of a Whistleblower is only known to the DA and is not disclosed to anyone else unless:
 - a) It is strictly necessary for one or more of the Authorised Persons to know;
 - b) If COPE is legally obliged to disclose a Whistleblower's identity; and/or
 - c) The disclosure of such information is required if and when COPE decides to report to the relevant authorities.

- 4.4) COPE shall not tolerate any form of victimisation of an employee who speaks out and acts in good faith. At the sole discretion of COPE and upon the completion of the whistleblowing process and procedures, the Whistleblower will be accorded the privilege to be notified on the outcome of the disclosure and a reward may be payable to a deserving Whistleblower.

5) CONSEQUENCES OF NON-COMPLIANCE WITH THE POLICY

- 5.1) Anyone who breaches this Policy, or any Whistleblower procedure, may suffer personal consequences and may be subject to disciplinary action which could include internal disciplinary action up to and including termination of employment or consulting arrangements without notice. If it appears in the opinion of the Board that any employees, directors and officers of COPE may have violated this policy, then COPE may refer the matter to the designated authorities for investigation and subsequently disciplinary action.
- 5.2) A Whistleblower who has not acted in good faith by reporting an alleged Concern under this Policy, or who does not respect the Confidentiality provisions of this Policy may lose the rights and protections provided under this Policy and may be subject to disciplinary action, criminal prosecution and/or civil liability.

6) RESPONSE TIMEFRAME

Upon receiving the complaint or report, the DA shall as soon as possible verify with the whistle-blower (where identity is provided) and carry out investigation typically within a time frame of 60 days. Where extensive investigations are required it may take up to 90 days to complete.

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APPENDIX I- Whistle-Blower Report Form

WHISTLEBLOWING REPORT

<p>TO :</p> <p>INCIDENT DATE & TIME:</p> <p>INCIDENT LOCATION :</p> <p>NAME OF ALLEGED PERSON :</p>	<hr/> <hr/> <hr/> <hr/>
<p>DESCRIPTION / CIRCUMSTANCES OF ALLEGED INCIDENTS / DETAILS OF IMPROPER CONDUCTS: (Please use attachment if necessary)</p>	<p>What, How, When, Where, Witness Please provide evidence to support the claim</p>
<p>Signature Name: IC number: Dept. / Designation: Tel. Num: Date:</p>	<hr/> <hr/> <hr/> <hr/> <hr/>

Note: It is necessary to provide your name and contact number so that we can contact you for additional information of the reported concern.