



WELL CHIP GROUP BERHAD
Registration No. 202301014119 (1508041-A)
(Incorporated in Malaysia)

Whistleblowing Policy

File name.:	Whistleblowing Policy	Effective Date:	20 June 2025
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1. Introduction

- 1.1. Well Chip Group Berhad (“**Well Chip**” or “**Company**”) and its subsidiaries (“**Well Chip Group**” or “**Group**”) are committed to achieve and maintain the highest possible standards in the conduct of its business and operations. It is our aim that the operations of the Group shall be conducted in a fair, transparent and responsible manner, in compliance with all laws and regulations and by adopting the highest standards of professionalism, honesty, integrity and ethics. In line with this commitment, this Whistleblowing Policy (“**Policy**”) aims to provide an avenue for employees and external parties to report in good faith any real and genuine concern of **Improper Conduct**, without fear of reprisal and/or Detrimental Action (as defined in Section 2 below).
- 1.2. The key provisions of this Policy have been aligned with the applicable laws and regulations of Malaysia and Singapore, including the Malaysian Anti-Corruption Commission Act 2009, Whistleblower Protection Act 2010, Companies Act 2016, and the Malaysian Code on Corporate Governance.
- 1.3. This Policy shall be read together with the Company’s Anti-Bribery and Anti-Corruption Policy, Code of Business Conduct and other related policies that are currently in force.

2. Definitions

- 2.1. “**Board of Directors**” means the board of directors of Directors of Well Chip.
- 2.2. “**Compliance Officer**” means such person appointed by the Board of Directors who shall ensure the oversight and implementation of the policies of the Well Chip Group.
- 2.3. “**Director(s)**” means directors of Well Chip Group (including Executive and Non-Executive Directors of Well Chip and the directors of the subsidiaries of Well Chip).
- 2.4. “**Employee**” or “**Employees**” means any person under employment of the Group, including directors and key senior management, and all other staff members working at all levels and grades, regardless in Malaysia or outside Malaysia and whether on a full time, part-time, probationary, contractual or temporary basis.
- 2.5. “**Detrimental Action**” includes:
 - action causing injury, loss or damage;
 - intimidation or harassment;
 - interference with the lawful employment or livelihood of any person, including discrimination, discharge, demotion, suspension, disadvantage, removal, termination or adverse treatment in relation to a person’s employment, career, profession, trade or business or the taking of disciplinary action; and
 - a threat to take any of the actions referred to in the paragraphs above.

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- 2.6. **“Improper Conduct”** means any conduct which if proved, constitutes misconduct pursuant to Well Chip’s Code of Business Conduct and/or a criminal offence under the relevant laws and regulations. It includes but is not limited to the following:
- Breach of any statutes, laws, regulations or rules applicable to the Group in areas which it operates.
 - An unlawful act such as fraud, cheating, theft, embezzlement and blackmail.
 - Soliciting or accepting bribe or any illegal gratifications.
 - Fraud against investors, or the making of fraudulent statements to Bursa Malaysia Securities Berhad, members of the investing public and regulatory authorities.
 - Any other serious improper matter which may cause financial or non-financial loss to the Well Chip Group, or damage to the Group’s reputation.
 - Any acts to mislead, deceive, manipulate, coerce or fraudulently influence any internal or external accountant or auditor in connection with the preparation, examination, audit or review of any financial statements or records of the Well Chip Group.
 - Forgery or alteration of any document or account belonging to companies within the Well Chip Group.
 - Misuse or misappropriation of the Group’s funds, securities, supplies, resources or other assets.
 - Financial malpractice and impropriety in the handling or reporting of money or financial transactions.
 - Profiteering as a result of insider knowledge of the Group’s activities.
 - Breach of or failure to implement or comply with Well Chip’s Code of Conduct, policies and guidelines.
 - Gross mismanagement.
 - Abuse of power or authority.
 - Serious conflict of interest without disclosure.
 - Intentional provision of incorrect information to public bodies.
 - All forms of intimidation and/or harassment.
 - Concealing information about any malpractice or misconduct.
- 2.7. **“Whistleblower”** means any person who makes a disclosure of Improper Conduct to Well Chip, which may include any Employee, Director, agents, contractors, sub-contractor and any other persons acting on behalf of or representing Well Chip or any company within the Group.
- 2.8. **“Whistleblower Form”** means the form as set out in the Appendix which shall be used by all Whistleblowers for purposes of reporting any Improper Conduct.
- 3. Scope**
- 3.1. This Policy applies to and covers all reports of Improper Conduct made against all Employees, the Board of Directors, agents, contractors or subcontractors of Well Chip or the Group. It also applies to and covers all reports made against any other individuals acting for and/or representing Well Chip or the Group.
- 3.2. A report of Improper Conduct may be made by any Employee or any external party who has knowledge that an Improper Conduct has been committed by any Directors, officers, Employees, agents, contractors or subcontractors of Well Chip or the Group.

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4. Principles

- 4.1. All concerns raised will be treated fairly and properly. Any individual making a disclosure will retain their anonymity unless they agree otherwise. The Board of Directors and management give their assurance that Employees will not be at risk to any form of retribution or victimisation from their superiors or from any of his/her management.
- 4.2. However, Employees must act in good faith with a reasonable belief that the information and allegations are true. The reporting is not made for personal gain or interest and not disclosed to any party that are not related. This assurance does not however extend to those who are found to have raised the matter under false or malicious intent.
- 4.3. The Whistleblower is required to provide his/her identity and contact information in the reports in order for the Company to accord the necessary protection. Any person who elects to remain anonymous is advised that no whistle-blower protection will be accorded and the Board of Directors' ability to investigate the alleged improper conduct is limited to the extent of the contents of the report received by them. However, the Company reserves its right to instruct or conduct further investigations on any anonymous reports.

5. Raising a concern / Disclosure channel

- 5.1. Disclosure of any Improper Conduct may be made in writing in the prescribed form, providing full detailed of the Improper Conduct. The form shall be delivered and/or emailed directly for the attention of the Chairman of the Audit and Risk Management Committee ("**ARMC**") at the following address:

By mail: (mark "Strictly Confidential to be opened by the addressee ONLY")
Well Chip Group Berhad
No.23-01 & 23-02
Jalan Harmonium 35/3
Taman Desa Tebrau
81100 Johor Bahru, Johor.

By e-mail: whistleblowing@wellchip.com.my

- 5.2. The whistleblower must address the following aspects when reporting any issues under this Policy:
 - (a) Clear understanding of the issue being raised.
 - (b) The issue should not be merely speculative in nature but should be based on actual facts.
 - (c) Should contain as much specific information as possible to allow proper inquiry/investigation.
 - (d) If the Whistleblower has a personal interest in the matter, the Whistleblower will be required to disclose such interest accordingly.

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6. How Well Chip will respond

- 6.1. All the reports received by the Chairman of the ARMC shall be reviewed to ensure appropriate action has been taken. Well Chip assures any whistleblower that any concern raised or information provided will be investigated. The extent of the investigations will consider the following factors:
 - (a) Severity of the issue raised.
 - (b) Credibility of the concern or information.
 - (c) Likelihood of confirming the concern or information from attributable sources.
- 6.2. Depending on the nature of the concern raised or information provided, the Chairman of the ARMC may require investigation to be led or conducted by one or more of these persons or entities:
 - (a) The Audit and Risk Management Committee.
 - (b) The external or internal auditor.
 - (c) Forensic professionals.
 - (d) The police.
- 6.3. Where appropriate, the ARMC may also appoint an in-house investigations team comprising the relevant stakeholders to undertake the investigation(s). The investigations team shall communicate the findings of the investigation to the ARMC for further action.
- 6.4. The Chairman of the ARMC shall have the authority to make the final decisions, including but not limited to, any of the following:
 - (a) Rejection of the Whistleblowing Form, either in part or as a whole, if it falls outside the scope of this Policy.
 - (b) Directing the matter or any part thereof to be dealt with under appropriate internal procedures, which includes disciplinary procedures.
 - (c) Directing an investigation on any persons involved or implicated on the issues raised.
 - (d) Suspending the persons implicated in the Improper Conduct from work pending any further investigation and/or disciplinary procedures.
 - (e) Obtaining any other assistance from third parties, such as external auditors or obtaining legal advice, whether from internal or external solicitors.
 - (f) Referring the matter to an appropriate enforcement agency, which includes the police and the Malaysian Anti-Corruption Commission, and the Companies Commission of Malaysia.
- 6.5. The Chairman of the ARMC may delegate oversight of the investigation and the review of its results to the Compliance Officer. The Compliance Officer shall prepare a summary report of all received reports and present it to the ARMC on a quarterly basis until the issues raised have been concluded.
- 6.6. In event that the report is about any members of the Board of Directors or the ARMC, such person will automatically abstain from attending any meetings in connection with the same.
- 6.7. The ARMC is required to keep detailed records of all evidence gathered, interviews conducted and all records received which affect the outcome of the investigation.
- 6.8. 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.

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7. Required evidence

- 7.1. The Whistleblower is not required to prove the issue raised but are encouraged to provide sufficient information regarding the type of activity or conduct, identity of the person(s) suspected as being involved, when it occurred and who was affected.
- 7.2. The Whistleblower must have first-hand knowledge or information of the facts, i.e. information obtained from a third party or hearsay' will not be entertained. However, the Whistleblower should not be discouraged from making a report because they are unsure whether there is sufficient evidence to support their allegations.

8. Confidentiality

- 8.1. Well Chip encourages the Whistleblower to identify himself when raising a concern or providing information. All disclosures received (including the fact that a report has been filed, the place at which the report has been filed, the nature of the alleged Improper Conduct, the identity of the alleged wrongdoer and the identity of the Whistleblower) will remain confidential and will not be disclosed without prior consent, except where required by applicable laws and regulations.
- 8.2. In situations where the concern cannot be addressed without revealing the Whistleblower's identity or that of others involved (e.g., if their testimony is required in court), we will engage in a discussion with the Whistleblower and any relevant individuals to determine the appropriate course of action.
- 8.3. All information and evidence provided by the Whistleblower will be documented and kept confidential. Any breach of confidentiality by any party privy to the disclosed information shall be subject to legal action under the Whistleblower Protection Act 2010.

9. Protection to Whistleblowers

- 9.1. A Whistleblower will be accorded with protection of confidentiality of identity, to the extent reasonably practicable. An Employee who whistle-blow internally will also be protected against any adverse and detrimental actions for disclosing any Improper Conduct committed or about to be committed, to the extent reasonably practicable, provided that the disclosure is made in good faith.
- 9.2. The Whistleblower will be accorded complete protection by Well Chip against any Detrimental Actions provided that:
 - (a) the disclosure is made in good faith and the Whistleblower has not wilfully made in the disclosure of Improper Conduct a material statement the Whistleblower knew or believed to be false or did not believe to be true;
 - (b) the Whistleblower has not participated in the Improper Conduct reported and/or the disclosure was not made solely or substantially with the motive of avoiding dismissal or other disciplinary actions; and
 - (c) the disclosure is made via the appropriate channel and procedures as stipulated in this Policy.
- 9.3. Such protection is accorded even if the investigation later reveals that the Whistleblower is mistaken as to the facts and the rules and procedures involved. However, Well Chip does not condone frivolous, vexatious, mischievous or malicious allegations. Employees making allegations of such nature may face disciplinary action in accordance with the Employee Handbook.

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- 9.4. Protection to a Whistleblower conferred under this Policy is not limited or affected in the event that the disclosure of Improper Conduct does not lead to any disciplinary action or prosecution of the person against whom the disclosure of Improper Conduct has been made.
- 9.5. Any attempt to retaliate, victimise or intimidate against anyone (including the Whistleblower) making report in good faith is a serious violation of Whistleblowers Protection Act 2010 and shall be dealt with serious disciplinary actions and procedures.
- 10. Policy owner**
- The owner of this policy is Board of Directors of Well Chip Group Berhad.
- 11. Version and review of the Policy**
- This policy is Version 2.0 which supersedes the previous version. This policy aligns with the latest guidelines, ensuring compliance with the latest Whistleblower Protection Act 2010. The management will review and update this policy as necessary, in any case, at least once every three (3) years, to reflect any changes in laws, regulations, or internal company requirements. Any updates will be communicated to Director, Key Senior Management and Employees to ensure continued compliance and effectiveness.
- 12. Effective Date**
- This policy has been adopted by the Board of Directors and shall come into force with effect from 20 June 2025.

WHISTLEBLOWER FORM**举报人表格**

You should raise any genuine concerns about any improper conduct or wrongful act involving Well Chip Group Berhad or its subsidiary. Please note that you may be called upon to assist in the investigation, if required.

您应就涉及大元集团有限公司或其子公司的任何不当行为或违法行为提出真实的关切。请注意，如有需要，您可能会被要求协助调查。

SECTION A: CONTACT INFORMATION**A 部分：联系资料**

Name:	NRIC No.:
姓名:	身份证号码:
Contact No.:	Email Address:
联系电话:	电子邮件地址:
Employment Details (<i>for employees only</i>):	
就业详情 (仅适用于员工):	
Name:	
姓名:	
Department:	Position:
部门:	职位:

SECTION B: DISCLOSURE**B 部分：披露内容**

- (a) Please include the details of the improper conduct, including the identity of the person alleged to be involved in improper conduct, the nature of the allegation and when the alleged improper conduct has taken place (*use the additional information sheet, if necessary*).
请提供不当行为的详细信息，包括涉嫌涉及不当行为的人员身份、指控的性质，以及该不当行为发生的时间（如有需要，可使用附加资料页）。

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- (b) Please indicate the witness or evidence to substantiate your disclosure (if any) to facilitate the investigation. You may also attach relevant supporting documents (if any).

为便于调查，请说明可支持您披露事项的证人或证据（如有）。您也可附上相关的支持文件（如有）。

- (c) Did you report the improper conduct to any authorities? If yes, please provide details of the report.

您是否已向任何有关当局举报该不当行为？如有，请提供举报的详细信息。

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SECTION C: DECLARATION

C 部分：声明

I hereby declare that all the information given herein are made voluntarily and are true to the best of my knowledge and I will ensure that my participation in this matter will be kept confidential. I do understand that Well Chip Group Berhad and its subsidiaries will use the information and material provided throughout the process.

本人在此声明，所提供的所有信息均为自愿提供，并据本人所知属实。本人将确保对此事项中的参与予以保密。本人亦明白，大元集团有限公司及其子公司将在整个过程中使用所提供的信息和资料。

<div>.....</div> <div>Signature 签名</div>	Name: 姓名:
	NRIC No. / Passport No.: 身份证号码 / 护照号码:
	Date: 日期:

In the event of any inconsistency or discrepancy between the English version and the Chinese version of this form, the English version shall prevail.

本表格的英文版本与中文版本如有任何不一致或歧义，概以英文版本为准。