



Terra Group Holdings Berhad

WHISTLE BLOWING

**Integrated Management
System**

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1. INTRODUCTION

A **Whistleblowing Policy** is a formal organizational framework that encourages employees and external stakeholders to report suspected misconduct, illegal activities, or unethical behavior without fear of retaliation. In a corporate environment, it serves as a critical internal control mechanism to detect fraud, corruption, or safety violations early, protecting the organization's reputation and legal standing.

Terra Group Holdings Berhad (Terra) is committed to the highest standards of integrity, transparency, and accountability in all its business operations, recognizing that a culture of honesty is the foundation of long-term corporate success. Terra understands that its employees and business associates are often the first to identify potential unethical business practices, improper gratifications, or non-compliant transactions that could jeopardize Terra's reputation and legal standing. To support this commitment, this policy provides a secure and confidential avenue for any individual to report genuine concerns regarding suspected misconduct or malpractice without fear of reprisal.

Terra strictly enforces a non-retaliation guarantee, ensuring that no person suffers discrimination or disciplinary action for making a good-faith report or for refusing to participate in bribery and corruption—even in cases where such integrity results in a loss of business or missed corporate targets.

All reports are treated with the strictest confidentiality and will be handled in accordance with the Whistleblower Protection Act 2010 and the MACC Act 2009. By prioritizing ethical conduct over short-term gain, Terra is empowering every member of its organization to uphold the law and protect the collective interests of Terra, its stakeholders, and the wider Malaysian construction and corporate community.

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1.1. Declaration of the Board of Directors and Management

The Board of Directors unconditionally declares that it:

- i. is against any form of improprieties in matters of financial reporting, compliance and other malpractices;
- ii. encourages employees at all levels and stakeholders to raise matters of concern (Whistleblower); and
- iii. will deal with and follow up on such matters with due safeguard for the protection and interests of the Whistleblower.

1.2. Business Approach

Terra adopts a Zero-Tolerance approach toward all forms of bribery, corruption, and unethical conduct. Our business approach is built upon the following core principles:

1. Integrity-First Operations

We believe that maintaining a clean and ethical business environment is more valuable than short-term financial gain. The Group supports the decision of any employee or business associate to prioritize compliance over the securing of a contract or the meeting of a deadline.

2. Accountability Across the Supply Chain

Integrity is a collective responsibility. We expect our subcontractors, consultants, and vendors to uphold the same ethical standards as the Terra. This policy ensures that our entire supply chain remains transparent and accountable to the law.

3. Proactive Risk Mitigation

We view whistleblowing as an essential internal control and an early-warning system. By encouraging the reporting of irregularities, we can identify and address risks before they escalate into legal liabilities or financial losses.

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4. **Tone from the Top**

The Board of Directors and Senior Management are fully committed to fostering a safe environment for reporting. We lead by example, ensuring that the principles of the MACC Act 2009 and the **T.R.U.S.T.** framework are embedded in every subsidiary and department.

T – Top Level Commitment

R – Risk Assessment

U – Undertake Control Measures

S – Systematic Review, Monitoring and Enforcement

T – Training and Communication

5. **Professional Transparency**

We are committed to dealing with all reports in a fair, objective, and timely manner. Our approach ensures that while the whistleblower is protected, the rights of the accused are also respected through a professional and unbiased investigation process.

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2. OBJECTIVE

The primary objectives of this Whistleblowing Policy are:

To establish a formal, safe, and confidential mechanism for employees and stakeholders to report concerns regarding improper gratification, illicit activities, or misconduct within Terra.

To guarantee that any individual who makes a report in good faith is protected from retaliation, harassment, or any form of detrimental action, even if the report results in a loss of business opportunities.

To serve as an early-warning system that identifies internal irregularities, fraud, or breaches of the MACC Act 2009 and Section 17A, allowing Terra to take corrective action before such issues escalate.

To reinforce Terra's commitment to a Zero-Tolerance approach toward corruption and to ensure that all business dealings are conducted fairly and based on merit.

To fulfill Terra's legal obligations under the Whistleblower Protection Act 2010 and the T.R.U.S.T. Principles, ensuring that the organization maintains policy and procedures as a defense against corporate liability.

To encourage a transparent working environment where employees feel empowered to speak up and act as guardians of Terra's reputation and ethical standards.

3. RESPONSIBILITIES

- ALL TERRA BODs
- ALL TERRA MANAGEMENTS
- ALL TERRA STAFFS
- ALL TERRA STAKEHOLDERS

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4. SCOPE AND NORMATIVE REFERENCES

4.1. Scope of the Policy

This policy applies to all directors, employees (including permanent, contract, and temporary staff), consultants, vendors, subcontractors, and any third party acting on behalf of Terra. It covers any genuine concerns related to:

- i. **Bribery and Corruption:** Offering, soliciting, or receiving improper inducements.
- ii. **Financial Malpractice:** Fraud, money laundering, or the misappropriation of company assets.
- iii. **Non-Compliance:** Breach of statutory laws (such as the MACC Act 2009 or CIDB regulations) or internal Terra policies.
- iv. **Abuse of Power and Harassment:** Coercion or intimidation for personal gain or victimization.
- v. **Legal and Regulatory Breaches:** non-compliance with statutory duties, failing to adhere to the Companies Act 2016 or CIDB requirements, breach of data privacy, anti-competitive behavior such as colluding to fix prices or rig a tender process.
- vi. **Health, Safety, and Environment (HSE):** Safety Negligence, Environmental Damage, Endangerment by violating Occupational Safety and Health (OSH) standards.

4.2. Normative References

The following documents are indispensable for the application of this policy. They provide the mandatory legal and technical framework upon which our internal procedures are built, and any reference to this policy implies full compliance with the standards and statutes listed below:

- ISO 37002:2021 (Whistleblowing Management System)
- ISO 37001:2025 (Anti-Bribery Management System)
- Whistleblower Protection Act 2010
- MACC Act 2009

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5. IMPLEMENTATION

5.1. Policy Development and Board Approval

5.1.1. **Drafting:** Establish clear definitions of wrongdoing or misconduct based on the Whistleblower Protection Act 2010 / ISO 37002:2021.

Examples of wrongdoing or misconduct, but not limited:

- Bribery, corruption, or solicitation of kickbacks;
- Financial fraud, theft, or embezzlement;
- Undisclosed or Hidden Conflicts of Interest (e.g., an employee awarding contracts to a family member's company without declaration);
- Abuse of power or position for personal gain;
- Breach of Terra's Anti-Bribery and Anti-Corruption (ABAC) policy.

5.1.2. **Approval:** Obtain formal endorsement from the management to establish the policy.

5.2. Establishment of Reporting Channels

5.2.1. **Multiple Avenues:** Set up secure, accessible channels with a dedicated email address speakup@terra.com.my, or mail the letter to Terra Office (*refer to Chapter 7*).

5.2.2. **Accessibility:** Ensure the channels are available to both internal personnel and external stakeholders (suppliers/contractors).

5.3. Appointment of the Receiving Officer

5.3.1. **Designation:** Appoint a specific independent person or committee (e.g., a Compliance Officer or the Audit Committee Chairman/Leader) to receive and screen reports.

5.3.2. **Confidentiality:** Establish strict protocols to protect the identity of the whistleblower from the onset.

5.4. Communication and Awareness (Launch)

- 5.4.1. **Group Announcement:** Distribute the policy via the corporate Google Drive or staff working apps such as Worksy, and the notification will be sent through an email or any other channel necessary.
- 5.4.2. **Training:** Conduct briefing sessions for staff to explain their rights, the protection provided, and how to use the reporting channels.

5.5. Screening and Investigation

- 5.5.1. **Initial Assessment:** The receiving officer determines if the report has merit and falls under the policy scope.
- 5.5.2. **Investigation:** If valid, an independent investigation team is formed to gather evidence and interview relevant parties without compromising the whistleblower.

5.6. Reporting and Resolution

- 5.6.1. **Findings:** Present the investigation report to the Board, the Audit Committee, or the Managing Director.
- 5.6.2. **Action:** Execute disciplinary actions, legal proceedings, or internal process improvements based on the findings.

5.7. Monitoring and Periodic Review

- 5.7.1. **Systematic Review:** Regularly check if the channels are working and if the policy remains effective against current risks.
- 5.7.2. **Audit:** Include the whistleblowing policy in the annual internal audit cycle to ensure compliance with ISO 37002:2021.

6. SAFEGUARDS OF WHISTLEBLOWERS

6.1. Commitment

6.1.1. The Group will not tolerate any reprisals, discrimination, harassment, intimidation or victimization of anyone raising a genuine concern—including direct employees, subcontractors, consultants, and vendors—or that person’s colleagues or relatives. The Group is committed to the following safeguards:

6.1.1.1. Protect and respect the rights of any whistleblower who raises matters of concern under this policy in good faith.

6.1.1.2. Will not tolerate any reprisals, discrimination, harassment, intimidation or victimization of anyone raising a genuine concern or that person’s colleagues or relatives.

6.1.1.3. This protection specifically extends to all employees, subcontractors, consultants, and vendors who raise a genuine concern.

6.1.1.4. Will take reasonable steps so that any whistleblower making a disclosure will retain their anonymity unless they agree otherwise or unless otherwise required by law.

6.1.1.5. Will ensure no one will be at risk of suffering some form of retribution as a result of raising a concern, even if they are genuinely mistaken.

6.1.2. It must be clear that for an anonymous report to be investigated, it must contain sufficient evidence to form a reasonable basis for investigation. It must also be appreciated that, following a successful investigation, a statement by the person reporting the concern may be requested to enable appropriate action to be taken to address that concern. It must also be clear that the above safeguards are not extended to anyone who maliciously raises a matter they know is totally untrue.

6.1.3. Any employee found to have made a report that they know to be false, malicious, or for personal gain will be subject to disciplinary action, which may include disciplinary action up to and including dismissal.

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6.2. Identity Confidentiality and Whistleblower Protection

- 6.2.1. **Assurance of Confidentiality** The Company provides a strict assurance that the identity of the Whistleblower, the details of the disclosure, and any information that could lead to the identification of the Whistleblower shall be treated as strictly **confidential**. Such information shall not be disclosed to any third party without the express written consent of the Whistleblower, unless required by law or mandated by regulatory authorities (such as the MACC or PDRM).
- 6.2.2. **Restricted Access to Identity** Access to the Whistleblower's identity is strictly limited to authorized personnel (e.g., the Integrity Officer or the Audit Committee) directly involved in the investigation. All communication records and related documentation will be maintained in a secure and physically locked environment or encrypted digital format.
- 6.2.3. **Protection Against Detrimental Action** The Company is committed to protecting the Whistleblower from any form of retaliation or detrimental action, including but not limited to:
- i. Dismissal or suspension of employment;
 - ii. Demotion or loss of benefits;
 - iii. Mental or harassment in any form;
 - iv. Discrimination regarding daily work assignments or career progression.
- 6.2.4. **Anonymous Reporting** While the Company accepts reports submitted anonymously, Whistleblowers are encouraged to disclose their identity to facilitate a more thorough investigation and to enable the Company to provide full protection under the Whistleblower Protection Act 2010 (Act 711). Anonymous reports will be investigated based on the merit and sufficiency of the evidence provided.
- 6.2.5. The anonymous whistleblowers should be aware that remaining anonymous may limit the availability of legal protection under the law, as statutory protections typically require the identity of the person to be known to the authorities to be effectively enforced.
- 6.2.6. **Breach of Confidentiality** Any employee involved in the management of a whistleblowing report who is found to have disclosed the identity of a Whistleblower without authorization will be deemed to have committed serious misconduct. Such actions will lead to immediate disciplinary proceedings, which may include summary dismissal.

7. REPORTING PROCEDURES

7.1. Information Details

7.1.1. Matters of concern may be made orally or in writing as soon as possible. People who raise the concern are to note the following procedures:

- i. Information should be detailed, as the whistleblower can provide:
 - a. Name of whistleblower / Anonymous
 - b. Contact details
 - c. Details of person(s) involved (Name; if known, physical appearance)
 - d. Nature of the concern and the background and history of the concern with relevant dates, time and venue
 - e. Provide evidence, if any, together with the report
 - f. Is the concern previously raised with anyone else before, and if so, with whom; and
 - g. Why does the concern persist.

7.2. Channel

- i. Channel for receiving concerns:
 1. Email
Open channel: speakup@terra.com.my
 2. Letter
Mail the letter by marking **"Private and Confidential."** to the following address:

Human Resources Manager,
Terra Group Holdings Berhad,
No. 13, Latitude, Jalan Subang 7,
Taman Perindustrian Subang,
47600 Subang Jaya, Selangor.

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7.2.1. If, for any reason, it is inappropriate or impossible to do so, then the concerns can be reported directly to:

1. Email

Managing Director: calvin@terra.com.my

7.3. Escalation Process

- 7.3.1. All reports received will be forwarded to the Managing Director at Head Office for verification and discussion by the Audit Committee / Compliance Committee to decide on the next appropriate course of action.
- 7.3.2. Any applicable or important issues/matters with complete basic information will be reported to the Audit Committee / Compliance Committee.
- 7.3.3. The policy does not limit the whistleblower's right to report directly to regulatory bodies under the Whistleblower Protection Act 2010.
- 7.3.4. While Terra Group encourages internal reporting first, nothing in the policy can prevent an individual from reporting directly to the Malaysian Anti-Corruption Commission (MACC), the Police, or other relevant authorities under the Whistleblower Protection Act 2010.

8. INVESTIGATION PROCESS

8.1. Handling the Reports

8.1.1. A whistleblower who has raised concerns will be informed within fourteen (14) days of:

- The person appointed to handle the matter;
- How to make contact with that person;
- Any further assistance required from the Whistleblower;
- Whether further investigation will take place and if not, why not; and
- How the Group proposes to deal with the matter to be investigated.

8.2. Evidence Gathering and Interview Protocol

8.2.1. The extent of contact between the contact person and the Whistleblower will depend on the nature of the matter raised, the difficulties involved and the clarity of information provided.

8.2.2. If necessary, Terra will seek further information from the Whistleblower.

8.2.3. Where any meeting is arranged, including off-site, if the Whistleblower so wishes, the Whistleblower can be accompanied by a union or professional representative or a friend.

8.2.4. There should be an attempt to resolve the matter suggested within twenty-eight (28) days or until the completion of the investigation of the report of concern.

8.2.5. Interviews will be conducted with the person(s) under investigation to gather necessary facts and statements.

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8.3. Confidentiality and Final Resolution

- 8.3.1. The identity of the Whistleblower shall not be disclosed without prior consent. If identity has to be revealed (e.g., in court), Terra will enter into dialogue with the Whistleblower to determine whether and how to proceed.
- 8.3.2. At the end of the investigation, a report of the findings will be presented to the Board of Directors / Managing Director, who will then determine the action to be taken.
- 8.3.3. Once the matter has been concluded, a report will be made to the Whistleblower. The report will explain the findings and actions taken as comprehensively as possible, but within commercial, legal and confidential constraints.

9. REVIEW OF THE WHISTLEBLOWING POLICY

The Board of Directors will monitor compliance with this policy and review this policy regularly to ensure that it continues to remain relevant and appropriate or when deemed necessary.

10. CROSS-REFERENCES

TG-GE-01-001	:	MANAGEMENT MANUAL
TG-GE-02-001	:	ANTI-BRIBERY AND ANTI-CORRUPTION POLICY
AKTA 711	:	AKTA PERLINDUNGAN PEMBERI MAKLUMAT 2010

11. APPENDICES

Appendix A	:	AD-17 Whistleblowing / Incident Report Form
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Reference No: _____

*[To be assigned by Receiving Officer]***Appendix A****PRIVATE AND CONFIDENTIAL**

*This form is intended for the reporting of genuine concerns regarding any wrongdoing, misconduct, or illegal acts. Your identity will be kept **SECRET** in accordance with the Group Whistleblowing Policy.*

SECTION A: WHISTLEBLOWER CONTACT INFORMATION

(Note: You may choose to remain ANONYMOUS. However, providing your contact details allows the Group to seek further clarification and provide you with protection under the law.)

Name:	
Employee ID / IC No:	
Department / Company:	
E-mail Address:	
Contact Number:	

SECTION B: DETAILS OF THE INCIDENT / WRONGDOING**1. Type of Misconduct (Please tick the most relevant):**

- ☐ Bribery / Corruption (MACC Act compliance)
- ☐ Fraud / Theft / Embezzlement of money
- ☐ Conflict of Interest
- ☐ Misuse of Company Assets / Power
- ☐ Safety / Health Violation (Dangerous physical condition)
- ☐ Breach of Law / Regulatory Non-compliance
- ☐ Other (Please specify): _____

2. Date and Time of Incident: _____**3. Location of Incident:** _____**4. Identity of Person(s) Involved
(Respondent):** *(Name and Position, if known)* _____**5. Description of the Incident:** *(Please provide a detailed account of what happened. Attach additional sheets if necessary.)*

_____**SECTION C: EVIDENCE and WITNESSES****1. Do you have any documents, photos, or recordings as evidence?**[☐] Yes (Please attach) [☐] No**2. List of potential witnesses (if any):**

_____**SECTION D: DECLARATION**

I hereby declare that the information provided in this report is true and made in good faith to the best of my knowledge. I understand that I am protected against any **detrimental** action as a result of this report. I also understand that making a false or malicious report may lead to disciplinary action.

Signature: _____**Date:** _____**Submission Instructions:**

Please submit this form in a sealed envelope marked "**STRICTLY CONFIDENTIAL**" and **POST** it to the Terra Office, or **EMAIL** it directly to speakup@terra.com.my

WHISTLEBLOWING / INCIDENT REPORT

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FOR OFFICE USE ONLY

Received By: _____

Date Received: _____

Case Reference: _____

Initial Category: _____

Action Taken (Tick one):

- ☐ Proceed to Full Investigation
- ☐ Insufficient Evidence (Request more info)
- ☐ Referred to Other Department (e.g., HR)
- ☐ Case Closed (State reason)