

**TITLE : CORPORATE GOVERNANCE – WHISTLE-BLOWING POLICY**

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**1.0 PURPOSE AND SCOPE**

- 1.1 To state the Whistleblowing Policy (the “Policy”) and procedure on how employees and outside parties, such as suppliers, customers, contractors and other stakeholders, may use the procedures set out in the Policy to report any concern or complaint or possible improprieties (“Matters”) in confidence.
- 1.2 The Policy allows for reporting by employees or outside parties of such matters to the Chairman of the Audit and Risk Management Committee (“ARMC”) without fear of reprisal, discrimination or adverse consequences, and also permits the Group to address such reports by taking appropriate action, including, but not limited to, disciplining or terminating the employment and/or services of those responsible.
- 1.3 This Policy is meant to protect genuine whistleblowers from any unfair treatment as a result of their report. Frivolous and bogus complaints will be disregarded. The Policy is also not a route for taking up personal grievances. These should continue to be taken up directly with Division or Department heads and the Human Resource Department.
- 1.4 The following is not a complete list of examples of reportable malpractices or improprieties, whether actual or suspected:
- Theft, damage or misappropriation of Company’s properties, using Company’s properties for own benefit or any unlawful purpose, or unlawful dissemination or disclosure of Company’s proprietary information, know-how and trade secrets;
  - Fraud for example (i) falsification or alteration of Company’s records, accounts or financial information; (ii) submission of false documents i.e. invoices and claims for reimbursement of expenses; (iii) failure to account or misuse of Company’s monies in possession; and (iv) knowingly provide information which is false or misleading;
  - Making of statements or remarks which will be defamatory or cause disruption to racial harmony; sexual harassment or adopting discriminatory practices;
  - Unethical or unlawful conduct for example bribery or acceptance of monies, gifts or monetary benefits in exchange for personal favours, violence or threatened violence and bullying;

- Engaging in activities prohibited by law or activities in breach of any legal or contractual obligations for example failure to perform any material terms of any contracts or agreements without any lawful reason;
- Trading in listed Company shares, including the shares of the Company and its subsidiaries, while in possession of material confidential price sensitive information including procuring or providing such information to, any third party to deal in such shares;
- Misuse of Company's computers and/or internet access including downloading and sending, information which infringe third party's copyright or information that will be insulting or offensive to a third party or likely to cause damage directly or indirectly to the Company and the Group; or
- Engage in activities or practices that will pose a danger to the health and safety of another employee or any third party, or any activities that will be hazardous or damage the environment.

## **2.0 Reporting Mechanisms**

- 2.1 The Group encourages employees and outside parties to put their names to their allegations whenever possible. Matters reported anonymously are more difficult to act upon effectively but they will be considered, taking into account the seriousness and credibility of the issues raised, and the likelihood of confirming the allegation from attributable sources and information provided.
- 2.2 All Matters raised will be treated with confidence and every effort will be made to ensure that confidentiality is maintained throughout the process.
- 2.3 Matters may be raised verbally or in writing. As it is essential for the Group to have all the critical information in order to be able to effectively evaluate and investigate a complaint, the report made should provide as much detail and be as specific as possible. The complaint should include details of the parties involved, dates or period of time, the type of concern, evidence substantiating the complaint, where possible, and contact details, in case further information is required. The Receiving Officer is the Chairman of ARMC.

The contact details of the Receiving Officer are as follows: -

Address: 101 Thomson Road #20-04/05 United Square Singapore 307591

Hotline: 6331 0188

Email : [whistleblow@thomsonmedical.com](mailto:whistleblow@thomsonmedical.com)

- 2.4 Complaints raised to other parties within the Group will be directed to the Receiving Officer, who is responsible for maintaining a centralised repository of all reported cases and ensuring that issues raised are properly resolved. All Matters reported will be reviewed within a reasonable timeframe, and after due consideration and inquiry, a decision will be taken on whether to proceed with detailed investigation. Guidance/direction may be sought from the CEO and other appropriate parties.

- 2.5 The Receiving Officer shall submit all whistleblowing Matters to the CEO. Feedback on operational matters are forwarded to the respective division/department heads for their follow-up. Complaints involving allegations of fraud and breaches of corporate governance will be submitted to the Chairman of the Board. In addition, where the complaints relate to a senior executive and/or the CEO, the Receiving Officer will escalate these to the Chairman of the Board, who will then decide whether to report the matter to the Board.

All Matters received by the Receiving Officer shall be submitted to the Audit Committee for information monthly (?) and a copy of the report shall be retained.

### **3.0 Handling of Complaints**

- 3.1 The Receiving Officer, may in consultation with the CEO and/or senior management, direct the complaint to the division/department best placed to address it, or lead the investigation to ensure prompt and appropriate investigation and resolution. All information disclosed during the course of investigation shall remain confidential, except as necessary or appropriate to conduct the investigation and to take any remedial action, in accordance with any applicable laws and regulations or if required by any law or regulatory body. Any disclosure to be made under this Paragraph shall only be on a “need to know” basis.
- 3.2 The Group reserves the right to refer any concerns or complaints to appropriate external regulatory authorities. Depending on the nature of the complaint, the subject of the complaint may be informed of the allegations against him or her and be provided with an opportunity to reply to such allegations.
- 3.3 Employees who fail to cooperate in an investigation, or deliberately provide false information during an investigation, shall be subject to strict disciplinary action up to, and including, immediate dismissal.
- 3.4 If, at the conclusion of an investigation, the Group determines that a violation has occurred or the allegations are substantiated, effective remedial action commensurate with the severity of the offence will be taken.

### **4.0 Confidentiality**

- 4.1 All reports of incidents, including information or evidence provided, on matters relating to whistle blowing will be handled discreetly and every effort will be made to maintain confidentiality of the information provided, within the limits of the law.
- 4.2 The identity of the individual making the allegation shall be kept confidential so long as it does not hinder or frustrate any investigation. However, the investigation process may reveal the source of the information and the individual making the disclosure may need to provide a statement as part of the evidence required.

## **5.0 Safeguard**

- 5.1** The Group prohibits discrimination, retaliation or harassment of any kind against a whistleblower who submits a complaint or report in good faith. If a whistleblower believes that he or she is being subject to discrimination, retaliation or harassment for having made a report under this Policy, he or she should immediately report these facts to the CEO or if the CEO is the subject of the complaint, to the Chairman of the Board. Reporting should be done promptly to facilitate investigation and the taking of appropriate action.
- 5.2** At the appropriate time, the party making the report/complaint may need to come forward as a witness. If an employee or outside party makes an allegation in good faith but it is not confirmed by the investigation, no action will be taken against him or her. If, however, an employee has made an allegation frivolously, maliciously or for personal gain, disciplinary action may be taken against him or her. Likewise, if investigations reveal that the outside party making the complaint had done so maliciously for personal gain, appropriate action may be taken in accordance with the law.

## **6.0 Modification**

- 6.1** The Group may modify this Policy to maintain compliance with applicable laws and regulations or accommodate organisational changes within the Group.