



BAKER TECHNOLOGY LIMITED & SUBSIDIARIES

(collectively “Group”)

CORPORATE OPERATING PROCEDURES

Whistleblowing Policy

Revision	Date	Remarks	Document and Revision number	Prepared	Approved
2	6 Aug 19	Approved for Use	BTL-SOP-CORP-001	JC	Board

This is a Controlled Document

All queries, suggestions, interpretation, clarification or change request shall be addressed at the first instance to the CEO or if unavailable his delegate.

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1.0 DEFINITIONS

The following words as used in this document shall have the meaning ascribed here:

- 1.1 “BTL” or “the Company” means Baker Technology Limited.
- 1.2 “Complaint” means any complaint alleging either Possible Improprieties or Retaliatory Action.
- 1.3 “Complaints Register” means a register to record details of all Complaints lodged.
- 1.4 “this Document” means this Policy and Procedures
- 1.5 “the Group” means the Baker Technology Limited and its subsidiaries.
- 1.6 “Independent Directors” means Messrs Ang Miah Khiang, Wong Meng Yeng and Han Sah Heok Vicky.
- 1.7 “Obstructive Action” means the use or attempted use of force, authority, intimidation, threats, undue pressure or any other action or behavior by any employee which tends to or in fact does obstruct, influence or otherwise interferes with another employee’s exercise of his right to report any Possible Improprieties or which may discourage other employees from so doing in the future.
- 1.8 “Possible Improprieties” means any activity, conduct or omission by an employee of the Group or any auditing firm providing external or internal auditing services to the Group relating to accounting, internal controls or internal accounting controls and other operational matters that are either questionable or not in accordance with generally accepted accounting practices and/or trade practices prescribed by the Group.
- 1.9 “Retaliatory Action” means the use or attempted use of force, authority, intimidation, threats, undue pressure of any sort or any other negative or other inappropriate action, by any employee or officer of the Group, against any person who has filed a Complaint.

2.0 POLICY

2.1 General

It is the desire and aim of the Company to develop, promote and maintain high standards of corporate governance within the Group.

In pursuit of this objective, BTL adopts as its best practices the Code of Corporate Governance 2018, as may from time to time be amended.

2.2 Reporting of Possible Improprieties

BTL believes that it is in the best interest of the Group to promote a conducive environment and provide proper avenues for employees and relevant stakeholders, in confidence, to raise or

report genuine concerns about Possible Improprieties in matters of financial reporting or other matters they may encounter, without fear of Retaliatory Action.

2.3 Authority to receive Complaints

It is hereby determined for the purposes of the Group, that all Complaints shall be reported to any of the Independent Directors of the Company.

The current contact details of the Independent Directors are as follow:-

Name	Email
Ang Miah Khiang	mk_ang@bakertech.com.sg
Wong Meng Yeng	mengyeng.wong@bakertech.com.sg
Han Sah Heok Vicky	vicky.han@bakertech.com.sg

2.4 Right to file Complaint

Every employee shall have unfettered right to file a genuine Complaint and shall not be restricted in the exercise of such right. This Policy also applies to any relevant stakeholders who have a business relationship with the Group. Other persons include customers, suppliers, contractors, consultants, service provider and the general public.

2.5 Prohibition of Obstructive Action

The Group objects to and does not tolerate nor condone any Obstructive Action being taken against any other employee who wishes or intends to, or who is in the process of filing a Complaint, and may institute disciplinary action as it deems appropriate against any employee found to have taken such Obstructive Action.

2.6 Prohibition of Retaliatory Action

The Group objects to and does not tolerate nor condone any Retaliatory Action taken against any employee who has filed a complaint alleging Possible Improprieties and may institute disciplinary action against any employee found to have taken such Retaliatory Action. Accordingly, any employee who raises a genuine Complaint under this Policy will not be at risk of losing his or her job or suffer from any Retaliatory Action as a result.

Any complaint alleging Retaliatory Action shall be received, reviewed and investigated by the Group in the same manner as any complaint alleging Possible Improprieties.

3.0 REPORTABLE INCIDENTS

3.1 Some examples of concerns covered by this Policy include, but is not limited to:

- Violations of law, rules and regulations applicable to the Company and related to accounting, internal accounting controls and auditing matters;

- Intentional error or fraud in the preparation, review or audit of any financial statement of the Group;
- Impropriety, corruption, acts of fraud, theft and/misuse of the Group's properties, assets or resources;
- Conduct which is an offence or breach of law;
- Abuse and misrepresentation of power or authority;
- Serious conflict of interest without disclosure, resulting in material gain;
- Breach of or failure to implement or comply with the Group's policies or code of conduct;
- Fraud against investors, or the making of fraudulent statements to the Singapore Exchange Securities Trading Limited, members of the investing public and regulatory authorities.
- Any other improper matters which may cause financial or non-financial loss to the Group, or damage to the Group's reputation
- Concealing information about any of the above malpractice or misconduct

3.2 The above list is intended to give an indication of the kind of conduct which might be considered as Possible Improprieties. In cases of doubt, the employee and/or relevant stakeholder who has a Complaint should follow the procedure for reporting under this Policy.

4.0 PROCEDURES

4.1 Procedures for handling Complaints

The procedures for the receipt, retention and treatment of a Complaint are set out below and shall be fully complied with.

4.2 Submission of Complaint

Every Complaint shall be lodged with any of the Independent Directors.

4.3 Confidentiality of Identity

Employees and relevant stakeholders are encouraged to disclose their identity when lodging Complaints.

The Independent Directors shall maintain the confidentiality of all employees and/or relevant stakeholders who have lodged Complaints save where:

- 4.3.1 the identity of the employee and/or relevant stakeholder, in the opinion of the Audit Committee, is material to any investigation;
- 4.3.2 it is required by law, or by the order or direction of a court of law, regulatory body or by the Singapore Exchange or such other body that has the jurisdiction and authority of the law to require such identity to be revealed.
- 4.3.3 the Audit Committee is of the opinion that it would be in the best interests of the Group to disclose the identity.

4.3.4 it is determined that the Complaint was frivolous, in bad faith, or in abuse of these policies and procedures and lodged with malicious or mischievous intent.

4.3.5 the identity of such employee and/or relevant stakeholder is already public knowledge for reasons other than because it was disclosed by the Independent Directors.

4.4 Registration of Complaints

The Independent Directors shall maintain or cause to be maintained a Complaints Register for the purposes of recording all Complaints received, the date of such Complaint and nature of such complaint.

The Independent Directors shall make the Complaints Register available for inspection upon any request approved by the Audit Committee

4.5 Review and Investigation of Complaint

Upon receipt of any Complaint, the Independent Directors shall:

4.6.1 review and investigate the Complaint; and

4.6.2 report its findings to the Audit Committee, together with any recommendation as to any remedial action to be taken, provided always that, where the Independent Directors are of the opinion that the Complaint may be received and dealt with under any other more appropriate procedures or actions or any third party within or outside the group, the Independent Directors may at any stage of its review or investigation, refer the Complaint directly to the Audit Committee.

4.6 Determination by Audit Committee

Upon receipt of any Complaint referred from the Independent Directors, the Audit Committee may:

4.7.1 conduct its own investigation or review;

4.7.2 instruct the Internal Auditor to conduct further investigations or review;

4.7.3 instruct the relevant management to take such remedial action as it deems appropriate;

4.7.4 engage such third parties as the Audit Committee may determine, to commence or conduct further investigations or review;

4.7.5 engage such third parties as the Audit Committee may determine to take such remedial action as it deems appropriate; and/or

4.7.6 take any other action as Audit Committee may determine in the best interests of the Group.

4.7 Abuse of Policies and Procedures

The Group may, only upon determination by the Audit Committee that any employee and/or relevant stakeholder has made a Complaint frivolously, in bad faith, or otherwise in abuse of the policies and procedures herein and the recommendation of the Audit Committee, take or cause to be taken such action as is appropriate under its rules and regulations against such said employee and/or relevant stakeholder.

The Group reserves the right to take such action as the Audit Committee deems appropriate against any such employee and/or relevant stakeholder.

5.0 CONSISTENCY WITH LAWS AND REGULATIONS

This Document shall be read in conjunction with any laws, regulations, rules, directives or guidelines that the Stock Exchange Securities Trading Limited ("SGX-ST"), the Companies Act and/or Securities and Future Act ("SFA") may from time to time prescribe or issue on the receipt, retention and/or treatment of complaints regarding accounting, internal accounting controls or auditing matters or any matter governed by this policy.

In the event that any policy or procedure herein is inconsistent or in conflict with the SGX-ST, Companies Act or SFA rules or regulations or any part thereof, the SGX-ST, Companies Act or SFA rules or regulations shall prevail to the extent of such inconsistency or conflict.

6.0 PUBLICATION, RECORDING AND RETENTION OF COMPLAINTS

The Human Resource Department shall make available to all employees a copy of this Document including the latest update of the contact details of the Independent Directors.



Revision History

Rev No.	Issue Date	Description of Changes	Clause #	Signature
0	18/2/14	Initial release	N.A.	
1	8/3/16	Revision		
2	6/8/19	Formatting, revision of clause 2.3 and addition of clauses 3 and 6	2.3, 3 and 6	