

Appendix E

D'NONCE TECHNOLOGY BHD

WHISTLE-BLOWING POLICY

Policy Statement

1. D'nonce Technology Bhd ("D'nonce") is committed to achieving and maintaining high standards of integrity and work behavior as set out in the Code of Conduct for Employees of D'nonce and its subsidiaries ("D'nonce Group of Companies") ("Code of Conduct") and the relevant regulatory requirements.
2. Employees and stakeholders (amongst others, shareholders / suppliers / customers) by acting in good faith are encouraged to report genuine concerns about unethical behavior, malpractices, illegal acts or failure to comply with regulatory requirements without fear of reprisal.
3. This policy is further enhanced with the Whistle-blower Protection Act 2010 where a whistle-blower must be given proper protection against an employer while a complaint is being investigated. Harassments or retaliations in any form or manner against genuine whistle-blower, if proven, shall be treated as gross misconduct, which may lead to dismissal.
4. The policy is applicable to the D'nonce Group of Companies.

Whistle-Blowing

5. In this policy "whistle-blowing" means the reporting by employees and stakeholders of suspected misconduct, illegal acts or failure to act within the regulatory requirements and/or the Code of Conduct.
6. Among others, the disclosures relating to, but not limited to, either of the following concerns or wrongdoings by any person in the conduct of the business shall be reported:
 - (a) Corruption, bribery and fraud;
 - (b) Criminal offence or any breach of the laws of Malaysia;
 - (c) Acceptance of gifts/ favour beyond the threshold allowed by the Company;
 - (d) Misuse and/or misappropriation of the Company's fund or assets;
 - (e) Impropriety (including financial and operational, etc.) within the Company;
 - (f) Abuse of authority and/or gross mismanagement within the Company (including serious potential breach to the interest of society and environment);
 - (g) Breach of Code of Conduct of the Company, including sexual, physical or other abuse of human rights; and
 - (h) Act or omission jeopardising the health and safety of the Company's employees, the stakeholders or the public
7. A whistle-blower can report or disclose through established channels of any wrong doings described in the above. Only genuine concerns should be reported and this report should be made in good faith with a reasonable belief that the information and any allegation in it are substantially true, and the report is not made for personal gain.

Malicious and false allegations will be viewed seriously and if proven, may lead to dismissal or other punitive measures including legal actions.

8. Any concern should be raised to immediate superior. However, if for any reason, it is believed that this is not possible or appropriate, then the concern should be reported to the Group Chief Executive Officer and the Audit Committee based on the contacts provided below.
9. All reports will be investigated promptly by the person receiving the report. If required, he can obtain assistance from within the Group who is not in conflict with the concerns raised (e.g. Executive Director, Chief Financial Officer, Group Human Resource Department, etc.). The progress of investigation (if any) will be reported to the Audit Committee as soon as possible for their deliberation and decision on the course of action or any other actions to prevent similar situation arising.
10. If the channels have been followed and if the person making the report still have unresolved concerns or if he feels the matter is grave in nature that it cannot be discussed with any of the appointed above, he should contact the Chairman of the Board of Directors, being the Director identified in the Company's Annual Report as one to whom concerns may be conveyed.
11. All reports will be treated as confidential and it is advised that maintaining anonymity may hinder an investigation. Irrespective of this, anonymity will be maintained as long as it's permitted by law. This Policy, however, encourages the whistle-blower to put his/her name to the allegations as the identity of the reported person will not be disclosed without his prior consent. Being anonymous will make it much more difficult to protect the whistle-blower's position or to give any feedback, but they may be considered at the discretion of the receiving authority, the Group CEO, the Chairman of the Audit Committee or the Chairman of the Board depending on the level of authority. In exercising this discretion the factors to be taken into account would include the seriousness of the issue raised, the credibility of the concern, and the likelihood of confirming the allegation from other sources.

Protection

12. A whistle-blower will be accorded with protection of confidentiality of identity, to the extent reasonably practicable. In addition, an employee who whistle-blows internally will also be protected against any adverse and detrimental actions for disclosing any improper conduct committed or about to be committed within the Group, to the extent reasonably practicable, provided that the disclosure is made in good faith. Such protection is accorded even if the investigation later reveals that the whistle-blower is mistaken as to the facts and the rules and procedures involved.
13. If a whistle-blower reasonably believes that he is being subjected to reprisal, including harassment and victimisation, as consequence of whistle-blowing, he may consult or report to the channels as below.

Reporting Channels

14. The followings are the reporting channels to the respective levels of authority within the D'nonce Group:

Audit Committee

Name : Mr. Thomas Lam
e-mail : whistleblower@dnoncetech.com
Mail : To mark "Strictly Confidential"
Chairman of Audit Committee
D'nonce Technology Bhd
51-14-B&C, Menara BHL
Jalan Sultan Ahmad Shah
10050 Penang

Chief Executive Officer

Name : Mr Tho Yow Yin
Email : whistleblower@dnoncetech.com
Telephone : +604 2281198
Mail : To mark "Strictly Confidential"
Chief Executive Officer
D'nonce Technology Bhd
51-14-B&C, Menara BHL
Jalan Sultan Ahmad Shah
10050 Penang

Chairman of the Board

Name : Mr. Lim Siang Kai
e-mail : sklim@dnoncetech.com
Mail : To mark "Strictly Confidential"
Chairman of the Board
D'nonce Technology Bhd
51-14-B&C, Menara BHL
Jalan Sultan Ahmad Shah
10050 Penang