

WHISTLEBLOWING POLICY

Date issued: February 2013

Approved by: Audit and Risk Management Committee of the Board of Directors, IOI Corporation Berhad

1.0 Policy Statement

IOI Corporation Berhad ("IOI Group") is committed to achieving and maintaining the highest standard of work ethics in the conduct of business in line with IOI Group's Code of Business Conduct & Ethics and good corporate governance practices.

IOI Group encourages its employees to raise genuine concerns about possible improprieties in matters of financial reporting, compliance, suspected violations of IOI Group's Code of Business Conduct & Ethics and to disclose any improper conduct or other malpractices within IOI Group (i.e. whistleblowing) in an appropriate way.

2.0 Purpose / Objective of Whistleblowing

The objective of this policy is to provide an avenue for all employees of IOI Group and all agents, vendors, contractors, suppliers, consultants and customers of IOI Group and members of public to raise concerns about any improper conduct within IOI Group without fear of retaliation and to offer protection for such persons (including the employees of IOI Group) who report such allegations.

This policy is designed to provide a transparent and confidential process for dealing with concerns. The employee's concerns about any improper conduct should be reported to his or her superior. If for any reason the employee finds it difficult to report his or her concerns to a superior, the employee may report the concerns through the whistleblowing channels. This whistleblowing policy provides for the disclosure of information concerning improper conduct within IOI Group through internal channel.

3.0 Scope / Types of Improper Conduct

Improper conduct, unethical behavior, malpractices, illegal acts or criminal offence shall include, but not limited to the following:

- 1. Fraud; Misappropriation of IOI Group's funds or assets;
- 2. Bribery or corruption or blackmail;
- 3. Criminal breach of trust; Abuse of power and position;
- 4. Improprieties and irregularities in accounting and financial reporting;
- 5. Improper or unethical conduct or behaviour within the meaning of IOI Group's Code of Business Conduct & Ethics or other IOI Group's policies;
- 6. Misuse of confidential information of IOI Group;
- 7. Conflict of interest within the meaning of IOI Group's conflict of interest policy;
- 8. Theft or embezzlement of IOI Group's fund or assets;
- 9. Misuse of IOI Group's properties;
- 10. Non-compliance with IOI Group's procedure or breach of internal control;
- 11. Failure to comply with any legal obligations and acts or omissions which are deemed to be against the interests of the IOI Group or against any laws, regulations, requirements of statutory bodies or public policies; Violation of IOI Group's Code of Business Conduct & Ethics;
- 12. Danger to health and safety of any employee of IOI Group or any other individual;
- 13. Damage to the environment;
- 14. Sexual harassment; and
- 15. An accomplice to or deliberate concealment of any or a combination of the above matters or other acts of wrongdoing.



4.0 Protection to Whistleblower

a) Anonymity

This policy allows the whistleblower to either identify himself/herself, or if the whistleblower wishes, to remain anonymous when reporting suspected improper conduct.

b) Confidentiality

The whistleblower shall be accorded with protection of anonymity or confidentiality of identity, unless otherwise required by law. All reports or disclosures or such other details shall be kept confidential.

c) Assurance against reprisal or retaliation, and immunity from disciplinary action

This policy provides assurance that the whistleblower, if an employee of IOI Group, shall be protected against reprisals or retaliation, and immunity from disciplinary action from the whistleblower's immediate superior or department/division head or any other person exercising power or authority over the whistleblower in his/her employment, provided that:

- only genuine concerns are reported, and the report is made in good faith with a reasonable belief that the information and any allegation in it are substantially true, and the whistleblower does not provide false or misleading information knowingly, negligently or recklessly in the report;
- the disclosure is not made with malicious intent or ill will;
- the disclosure is not frivolous or vexatious; and
- the report is not made for personal gain or agenda.

5.0 Reward

A discretionary cash reward will be given to the whistleblower who has provided genuine, credible, valid and complete information made in good faith and without malicious intent or personal agenda.

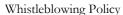
6.0 Whistleblowing Channels

Any employee or member of the public who has knowledge or is aware that any improper conduct has been, is being, or is likely to be committed within IOI Group is encouraged to make disclosure by filling a prescribed Whistleblower Report Form and submit it through any of the following reporting channels:

- a) E-mail to <u>whistleblowing@ioigroup.com</u>. Or complete an online whistleblowing form on the IOI Group website, http://whistleblowing.ioigroup.com/
- b) Whistleblowing Secretariat Group Internal Audit, Fax to +(603) 8948 8233 Tel: +(603) 8947 8888 (General line)
- c) In person to the respective Head of Business/Operating Unit, or its Head of Human Resource
- d) In writing to one or more of the following persons as appropriate at: IOI Group, Level 10, Two IOI Square, IOI Resort, 62502 Putrajaya, Malaysia

POSITION	NAME	EMAIL ADDRESS
Chairman of Audit and Risk	Datuk Karownakaran @	karownakaran@ioigroup.com
Management Committee	Karunakaran a/l Ramasamy	
Head of Group Internal Audit	Ling Kea Ang	ling.kea.ang@ioigroup.com
Executive Chairman	Tan Sri Dato' Lee Shin Cheng	whistleblowing@ioigroup.com
Chief Executive Officer	Dato' Lee Yeow Chor	whistleblowing@ioigroup.com
Senior General Manager, Plantation	Sudhakaran a/l Nottath Bhaskaran	nbsudha@ioigroup.com
Executive Director, Oleochemicals	Tan Kean Hua	tankeanhua@ioioleo.com







Although verbal communication is acceptable, reports are encouraged to be made in writing, so as to ensure clear understanding and accuracy of the issues raised, prevent loss of or distorted facts and details through recollection solely based on memory and to facilitate the investigation process.

If the procedures on reporting through these channels have been followed and the employee or member of the public still have concerns, or if the employee or member of the public feels the matter is so serious that it cannot be discussed with any of the persons above, they should contact the Senior Independent Non-Executive Director, Tan Sri Peter Chin Fah Kui, by email to peter.chin@ioigroup.com.