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1. Introduction

Whistle blowing policy is a policy to encourage and enable employees to raise serious concerns within the Group (mTouche Group of Companies) rather than overlooking a problem or 'blowing the whistle' outside.

Employees are often the first to realise that there is something seriously wrong with the Group. However, they may not express their concerns as they feel that speaking up would be disloyal to their colleagues or to the Group. They may also fear harassment or victimisation. In these circumstances it may be easier to ignore the concern rather than report what may just be a suspicion of malpractice.

The whistle-blowing policy is intended to encourage employees to raise genuine concerns about possible improprieties in matters of financial reporting, compliance and other malpractices at the earliest opportunity, and in an appropriate way.

This policy is designed to:

- support the Company's values;
- ensure that employees can raise concerns without fear of reprisals; and
- provide a transparent and confidential process for dealing with concerns.

This policy not only covers possible improprieties in matters of financial reporting, but also:

- fraud;
- corruption, bribery or blackmail;
- criminal offences;
- the unauthorized use of company's funds;
- conduct which is an offence or a breach of law, rules and regulations;
- failure to comply with a legal or regulatory obligation;
- miscarriage of justice;
- endangerment of an individual's health and safety; and
- concealment of any or a combination of the above.

This policy also does not replace other corporate complaints procedures which are for public use.

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2. Principles

The principles underpinning the policy are as follows:

- all concerns raised will be treated fairly and properly;
- the Company will not tolerate harassment or victimisation of anyone raising a genuine concern;
- any individual making a disclosure will retain anonymity unless the individual agrees otherwise;
- the Company will ensure that any individual raising a concern is aware of the procedures in handling the matter; and
- the Company will ensure that no one will be at risk of suffering some form of reprisal as a result of raising a concern even if the individual is mistaken. The Company, however, does not extend this assurance to someone who maliciously raise a matter he/she knows is untrue.

3. Untrue Allegations

If an employee makes an allegation in good faith, but the allegation is not confirmed by the investigation, no action will be taken against the employee. If, however, an employee makes an allegation frivolously, maliciously or for personal gain, disciplinary action may be taken against the employee.

The employee must:

- disclose the information in good faith;
- believe it to be substantially true;
- Not act maliciously or make false allegations; and
- Not seek any personal gain.

4. Confidentiality

All concerns will be treated in confidence and every effort will be made not to reveal employee's identity if the employee so wishes. If the situation arises where management is not able to resolve the concern without revealing the employee's identity (for instance because your evidence is needed in court), management will discuss with the employee whether and how management can proceed. However, such consultation will not take place in the event the disclosure of identity is required by law.

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5. Reporting Procedures

If any employee believes reasonably and in good faith that malpractice exists in the work place, the employee should report this immediately to the line manager. However, if for any reason the employee does not want to report to the line manager, then the employee should report the concerns to the:

- Audit Committee Chairman

The officer above will maintain a record of concerns raised (in a form which does not endanger employee's confidentiality) and assess what action should be taken. This may involve an internal inquiry or a more formal investigation. Where appropriate, the matters raised may:

- be investigated by management, the responsible officer or through the disciplinary process;
- be referred to the police;
- be referred to the external auditor; or
- be subjected to an independent inquiry.

Employees who have raised concerns internally will be informed of how the matter will be dealt with.

Whistle blowers' identities will not be disclosed without prior consent, unless disclosure is required by law. Where concerns cannot be resolved without revealing the identity of the employee raising the concern (i.e. if the evidence is required in court), a dialogue will be carried out with the employee concerned as to whether and how the matter can be pursued.

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6. Duties and Functions of Audit Committee

All matters reported after enquiry and/or investigation will be tabled to the Audit Committee, which is given the authority to:

- a) ensure that appropriate infrastructure, resources and systems are in place for effective implementation of the whistle blowing practices;
- b) establish procedures for reporting and handling complaints received from employees, including to:
 - appoint a person in charge to handle complaints received and to maintain a record of complaints;
 - establish a mechanism to verify that the complaints received pertain to matters covered by the procedures;
 - recommend appropriate mechanism and approach for investigation of the complaint received;
 - establish procedures prohibiting retaliation by the Company to discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee with respect to good faith reporting of a matter covered by this policy;
 - ensure that confidentiality of information in relation to the complaint is maintained to the fullest extent possible. Information shall be provided in such manner as to safeguard as much as possible the confidentiality of the identity of the reporting employee; and
 - recommend to the Board of Directors for a prompt and appropriate corrective action to be taken in consequence of the investigation.

The Audit Committee shall then report to the Board of Directors on reports and findings that require their attention and approval.

7. Whistle Blower Protection Act 2010

The Whistle Blower Protection Act 2010 was approved in Parliament on 6 May 2010 and came into force on 15 December 2010.

In case of any discrepancy between this policy and the Whistle Blower Protection Act 2010, the Act will prevail.