

WHISTLE BLOWING POLICY
JB FOODS LIMITED

1. INTRODUCTION

JB FOODS LIMITED (“the Company”) directors and employees are expected to carry out their duties as required and conduct themselves in a professional manner at all times and in ways that bring credit to themselves and the Company. We are required to observe high standards of business and personal ethics, honesty and integrity in fulfilling our responsibilities within all applicable laws and regulations. Being a public company, we are socially responsible in ensuring that this is practised within the organization. This Policy addresses the commitment of the Company to integrity and ethical behaviour by helping to foster and maintain an environment where employees can act appropriately, without fear of retaliation. To maintain these standards, the Company encourages its employees who have concerns about suspected serious misconduct or any breach or suspected breach of law or regulation that may adversely impact the Company, to come forward and express these concerns without fear of punishment or unfair treatment.

The Company conducts business based on the principles of fairness, honesty, openness, decency, integrity and respect. It is Company’s policy to support and encourage its employees to report and disclose improper or illegal activities, and to fully investigate such reports and disclosures. It is also the Company’s policy to address any complaints that allege acts or attempted acts of interference, reprisal, retaliation, threats, coercion or intimidation against employees who report, disclose or investigate improper or illegal activities (the “Whistleblowers”) and to protect those who come forward to report such activities. Company assures that all reports will be treated strictly confidentially and promptly investigated and that reports can be made anonymously, if desired.

Company’s internal control and operating procedures are intended to detect and to prevent or deter improper activities. However, even the best systems of controls cannot provide absolute safeguards against irregularities. Company has the responsibility to investigate and report to appropriate parties, allegations of suspected improper activities and to take appropriate actions. Employees and others are encouraged to use guidance provided by this policy for reporting all allegations of suspected misconduct or improper activities.

2. PURPOSE OF THE WHISTLEBLOWING POLICY

The policy aims to:

- 2.1 Help develop a culture of openness, accountability and integrity.
- 2.2 Enable Management to be informed at an early stage about acts of misconduct.
- 2.3 Provide an avenue or channel for employees to raise those concerns and get feedback on any actions taken as a result.
- 2.4 Reassure employees that if they will be protected from punishment or unfair treatment for disclosing concerns in good faith in accordance with this procedure.

However, this Policy is not intended to be used where other more appropriate procedures are available, for example:

- (1) Through personnel department concerning personal grievances.
- (2) Complaints relating to job performance or term and conditions of employment.
- (3) Unhappiness over inadequate training (approach human resource department).

Please refer to Schedule A for more example.

3. CHANNEL AND STRUCTURE OF WHISTLE BLOWING

3.1 All employees of the Group may use this Policy and have the duty to report concerns which may have, or reliable information provided to them, about possible misdeeds or improprieties committed by staff/management of the company.

3.2 Information about known or suspected violations by any employee should be reported promptly to the following Designated Party who is a third party service provider independent of the management of the Company.

Yang Lee & Associates, Internal Auditors

Email address: whistleblow@yanglee.com.sg

(also known as the Service Provider – please refer Schedule B for contact information)

Upon receiving the complaint, the member of Audit Committee will forward the respective complaint to the Service Provider of this Policy (refer Schedule B) for action.

3.3 Where appropriate, the matters raised may:

- (1) Be investigated by management, internal auditor, a committee set up by the Board of Directors or through the disciplinary process.
 - Be referred to police
 - Be referred to the external auditor
- (2) Usually, within One (1) week of a concern has been raised, the person looking into the concern will write to you:
 - Acknowledged that the concern has been received.
 - Indicating how the company proposes to deal with the matter.
- (3) Subject to any legal constraints, the relevant employee will normally be informed of the final outcome of any investigation.
- (4) Quarterly reports on cases reported will be submitted to the Board and/or Audit Committee where appropriate.

4. PROTECTION FOR WHISTLEBLOWER

4.1 The company assures that the whistleblower's identity will be kept confidential unless required by court or other regulatory authorities to disclose the identity.

4.2 The company will not tolerate victimization of the whistleblower, and the disciplinary action will be taken against those who victimize the whistleblower.

4.3 The company assures that the employment of the whistleblower will be protected even if the report proved to be unfounded, provided the report has been made in good faith. However, any reporting with malicious intent will not be tolerated.

5. PROTECTION FOR COMPANY AND SUSPECT

5.1 Information pertaining to the whistleblowing case will strictly be kept confidential and restricted to the group of designated officers in charge of the investigation. This is to prevent unnecessary leakage of information which could result in potential legal suits if there was insufficient evidence to support the case.

5.2 The company will ensure there are sufficient facts and evidence to support the action decision to be taken against the suspect, and the evidence is able to stand up to cross-examination / scrutiny in the courts.

5.3 The company will ensure that all suspects will not be convicted of any wrongdoing or unduly penalized until the case facts are proved to be genuine and sufficient evidence are in place to support the case.

6. ANNUAL UPDATE

6.1 The Service provider shall provide an annual update to the whistle blow policy where applicable and appropriate in consultation with key management personnel before submitting to the Audit Committee for final approval.

SCHEDULE A TO THE JB FOODS LIMITED WHISTLE BLOW POLICY

EXAMPLES OF COMPLAINTS

By way of example, Complaints which should be reported pursuant to this Policy, include without limitation:

- (a) use of JB FOODS LIMITED's funds or property for any illegal, improper or unethical purpose (for example, fraud, theft of corporate property, embezzling funds, misappropriating funds, assets or corporate information, bribes, kickbacks or influence payments or misdirecting funds to related parties);
- (b) tampering with any JB FOODS LIMITED accounting or audit-related records or documents (in any format, including electronic records such as emails) or destroying any JB FOODS LIMITED accounting or audit-related documents except as otherwise permitted by the requirements of prevailing laws and regulations.
- (c) fraud or deliberate error in the preparation, evaluation, review or audit of any JB FOODS LIMITED's financial statements;
- (d) fraud or deliberate error in the recording and maintaining of JB FOODS LIMITED's financial records (for example, overstating expense reports, falsifying time sheets, preparing erroneous invoices, misstating inventory records or describing an expenditure for one purpose when, in fact, it is being made for something else);
- (e) deficiencies in or non-compliance with JB FOODS LIMITED's internal accounting controls (for example, circumventing review and approval procedures);
- (f) misrepresentation or false statements to or by a senior officer or accountant regarding a matter contained in JB FOODS LIMITED's financial records, financial reports or audit reports;
- (g) deviation from full and fair reporting of JB FOODS LIMITED's financial condition, results of operations or cash flows; and
- (h) any effort to mislead, deceive, manipulate, coerce or fraudulently influence any internal or external accountant or auditor in connection with the preparation, examination, audit or review of any financial statement or records of JB FOODS LIMITED.

Examples of matters which are not considered Complaints and which should not be reported under this Policy, include:

- (a) questions, concerns and complaints relating to aspects of JB FOODS LIMITED's workplace. For example:
 - (i) work scheduling, required hours of work, compensation for work and transfers of Staff; and
 - (ii) enforcement of existing JB FOODS LIMITED's human resource policies and requirements; and

SCHEDULE B TO THE JB FOODS LIMITED WHISTLE BLOW POLICY

CONTACT INFORMATION FOR THE SERVICE PROVIDER

The Service Provider can be reached at the following contact:

Mailing address: Tanjong Pagar Post Office, P.O. Box 385, Singapore 910813

Email address: whistleblow@yanglee.com.sg

Address: 10 Anson Road, #33-02

International Plaza

Singapore 079903

Upon receiving the complaint forwarded from member of Audit Committee, or directly from the Whistle blower, the service provider will carry out the procedures as per Schedule D.

SCHEDULE C TO THE JB FOODS LIMITED WHISTLE BLOW POLICY

PROCEDURES FOR PUBLICIZING THE PROCESS FOR REPORTING COMPLAINTS

1. Publicizing the Process for Reporting Complaints

A copy of this Policy will be posted on JB FOODS LIMITED's website and Company's notice board. JB FOODS LIMITED will also make known to Staff the process for reporting Complaints on an anonymous and confidential basis on an ongoing basis. This may be accomplished by means of posting the designated telephone number and email address on JB FOODS LIMITED's website and notice board where Staff generally have access or via an internal circular/memo. This information will make it clear that no Staff will be penalized for making a good-faith report of a Complaint, nor will JB FOODS LIMITED tolerate retaliation against a Staff who makes a good-faith report of a Complaint.

2. Communicating Reminders of the Process

JB FOODS LIMITED will also periodically (at least annually) communicate reminders to Staff of the process for reporting Complaints. This may be accomplished by electronic or other means, including, for example: email, written memos and internal circular/notice.

SCHEDULE D TO THE JB FOODS LIMITED WHISTLE BLOW POLICY

PROCEDURES FOR INVESTIGATING COMPLAINTS AND REPORTING RESULTS

1. Manner of Investigation

- (a) The Service Provider will review and assess the seriousness of all Complaints promptly and determine, in consultation with others, if necessary, the manner in which Complaints will be investigated. If upon initial assessment of the Complaint it appears that the Complaint could materially affect the financial statements of JB FOODS LIMITED or the integrity of JB FOODS LIMITED's system of internal controls, the Service Provider will advise the Chairman of the Audit Committee immediately. It is anticipated that in the ordinary course, the Service Provider will complete their assessment of each Complaint generally within ten (10) business days of receiving such Complaint.
- (b) For each complaint that is reported to the Audit Committee, the Audit Committee may designate a person or a party to investigate the Complaint ("Designated Party"). The Designated Party shall:
 - (i) treat each report of a Complaint, as well as its investigation and disposition on a confidential basis in accordance with the Policy;
 - (ii) if so desired by the person reporting the Complaint, take all reasonable steps to ensure that such person's anonymity is maintained;
 - (iii) will involve in each investigation only those persons who need to be involved in order to properly carry out such investigation; and
 - (iv) conduct each investigation in a timely manner.

2. Monitoring the Status of the Investigation

- (a) The investigation of all Complaints as assigned by the Audit Committee will be monitored on an ongoing basis by the Designated Party.
- (b) Depending on the nature of a Complaint and its materiality as determined in the first instance by the Designated Party, and in particular, with respect to any Complaint or Complaints that could materially affect the financial statements of JB FOODS LIMITED or the integrity of JB FOODS LIMITED's system of internal controls, the Designated Party will keep the Chairman of the Audit Committee, the Chief Executive Officer and the Chief Financial Officer (except to the extent any such persons are allegedly implicated in the Complaint) apprised of the status of the investigation for purposes of ensuring compliance with regulatory requirements, including the timely and continuous disclosure obligations of JB FOODS LIMITED and the certification obligations of the Chief Executive Officer and Chief Financial Officer of JB FOODS LIMITED.

3. Report to the Audit Committee

On a quarterly basis (as of the end of each fiscal quarter), or more frequently upon request, the Service Provider will prepare a written report regarding the complaint lodged to the Audit Committee specifying, among other things:

- (a) the number of Complaints received during the prior fiscal quarter;
- (b) all Complaints received, by relevant category, during the prior fiscal quarter; and
- (c) the reporting avenues used by persons reporting Complaints.

In addition, if requested by the Audit Committee, an **Independent Party** may be engaged to review and report on the effectiveness of the reporting system during the prior fiscal quarter.

The Audit Committee may, at its discretion, decide on a different treatment/ arrangement for any particular Complaint.

SCHEDULE E TO THE JB FOODS LIMITED WHISTLE BLOW POLICY

PROCEDURES REGARDING RETENTION OF COMPLAINTS RECEIVED AND INVESTIGATIONS CONDUCTED

1. Documentation Requirements

All Complaints will be fully documented in writing by the designated party. Such documentation will be marked as “Privileged and Confidential” and will include:

- (a) the original report of the Complaint;
- (b) the unique reference number assigned to the Complaint;
- (c) a summary/log of the investigation;
- (d) copies of any reports issued in connection with the Complaint;
- (e) a log of any communications with the Complainant; and
- (f) a summary of the disposition of the Complaint.

2. Retention Requirements

Such documentation will be maintained in accordance with the requirements of prevailing laws and regulations. Such documentation will be available for inspection by members of the Audit Committee, the external auditors and any external legal counsel or other advisors hired in connection with the Complaints. Disclosure of such documentation to any other person, and in particular any third party, will require the prior approval of the Audit Committee to ensure that privilege of such documentation is properly maintained.