

I. Whistleblowing policy – procedures for reporting possible improprieties

The Group is committed to achieving and maintaining high standards of openness, probity, accountability and ethical business practices. The Group expects and encourages employees of the Group and those who deal with the Group (e.g. customers, suppliers, creditors and debtors) to report to the Company any suspected impropriety, misconduct or malpractice within the Group.

According to Code Provision D.2.6 of the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules (which took effect for the financial year commencing on or after 1 January 2022), the issuer should establish a and system for employees and those who deal with the issuer (e.g. customers and suppliers) to raise concerns, in confidence and anonymity, with the audit committee (or any designated committee comprising a majority of independent non-executive directors) about possible improprieties in any matter related to the issuer.

1. Scope

This policy applies to all employees of the Group as well as independent third parties who deal with the Group (e.g. customers, suppliers, creditors and debtors).

Whilst it is impossible to provide an exhaustive list of the activities that constitute impropriety, misconduct or malpractice, this policy is intended to cover serious concerns that could have an impact on the Group, which include but not limited to:

- (a) criminal offences;
- (b) breach of legal or regulatory requirements;
- (c) miscarriage of justice;
- (d) malpractice, impropriety or fraud in financial reporting, internal control, accounting, auditing or other financial matters of the Group;
- (e) breach of rules, policies or internal controls of the Group;
- (f) endangerment of the health and safety of an individual;
- (g) bribery or corruption;
- (h) discrimination or harassment;

- (i) damage caused to the environment;
- (j) professional, ethical or other malpractices or wrongdoings;
- (k) improper conduct or unethical behaviour likely to prejudice the standing of the Group; and
- (l) deliberate concealment of any of the above.

2. Protection

In making a report, the reporter (the “**Reporter**”) should exercise due care to ensure the accuracy of the information.

The Reporter making appropriate reports under this policy is assured of protection against dismissal, victimisation or any form of reprisal for any genuine and good faith reports under this policy, even if the reports are subsequently proved to be incorrect or unsubstantiated. Harassment or victimisation of a genuine Reporter is treated as gross misconduct, which if proven, may result in dismissal.

3. Confidentiality

Each report will be treated as confidential. The identity of the Reporter will not be divulged save with such Reporter’s consent or where:

- (a) in the opinion of the audit committee of the Company (the “**Audit Committee**”), it is material to the investigation or in the interest of the Company to disclose the identity;
- (b) the report is frivolous or is lodged in bad faith with malicious or mischievous intent or in abuse of this policy;
- (c) it is required to be disclosed in compliance with any applicable law, rule, or regulation, by any relevant governmental or regulatory authority including the Stock Exchange, or by the order or directive of any court having jurisdiction over the Company; or
- (d) the report and the identity of the Reporter are already public knowledge.

4. Procedures

Making a report

- (a) A report may be made in person, in writing and/or by post to the Audit Committee at Room 1308, 13/F, Capital Centre, 151 Gloucester Road, Wan Chai, Hong Kong or by email to the Audit Committee whistleblower8050@outlook.com . The Chairman of the Audit Committee shall determine the course of action to pursue, with power to delegate, with respect to the report;

(b) A report can be made by using the standard form (Whistleblowing Report Form) attached as Annex I to this policy which may be sent by post or by email to the Audit Committee as mentioned above;

(c) All written reports by post shall be sent in a sealed envelope clearly marked “Strictly Private and Confidential – To be Opened by Addressee” and addressed to the Chairman – Audit Committee of the Company to ensure confidentiality;

(d) Each Reporter is required to provide details of improprieties (including relevant incident(s), behaviour, activity or activities, name(s), date(s), place(s) and any other relevant information) on the report together with any supporting evidences; and

(e) Details of the Reporter (including name, department/business unit, company, contact number, relationship with the compliance, address or email address) are not required but are encouraged to be provided so as to facilitate the investigation and such details will be kept in the strictest confidence.

All reports received based on this policy shall be centrally recorded.

Investigation procedures

The format and length of an investigation will vary depending upon the nature and particular circumstances of each report made. Where appropriate, the reports raised may:

(a) be investigated internally by the Audit Committee or if determined by the Chairman of the Audit Committee, the Company Secretary, the human resources department or other departments of the Company;

(b) be referred to the external auditor as instructed by the Chairman of the Audit Committee;

(c) be referred to the relevant public or regulatory bodies as instructed by the Chairman of the Audit Committee; and/or

(d) form the subject of any other actions as the Chairman of the Audit Committee may determine in the best interest of the Group.

The Chairman of the Audit Committee will, or via the Company Secretary or the internal audit department or the human resources department or other departments of the Company (as the Chairman determines appropriate), respond to the Reporter, if contactable, as soon as practicable upon receipt of the report:

1. acknowledging receipt of the report;
2. advising the Reporter as to whether or not the matter will be investigated further and, as appropriate, the actions taken or being taken or the reasons for no investigation being made;
3. where practicable, giving an estimate of the timeline for the investigation and final response; and
4. indicating if any remedial or legal action is or is to be taken.

5. Consistency with laws and regulations

This policy shall be read in conjunction with and subject to any relevant laws, regulations, rules, directives or guidelines that the Stock Exchange or any relevant governmental or regulatory bodies may from time to time prescribe or issue on the matters governed by this policy.

In the event that any matters and procedures herein are inconsistent or in conflict with any relevant laws, regulations, rules, directives or guidelines as prescribed by the Stock Exchange or any relevant governmental or regulatory bodies, the latter shall prevail to the extent of such inconsistency or conflict.

6. Maintaining this policy

The Audit Committee shall supervise and oversee the implementation and enforcement of this policy and the procedures herein. The Audit Committee is also responsible for the reviewing and investigation of the reports as well as the interpretation, review and amendment of all the rules and procedures set out herein from time to time.

7. Periodic review and disclosure of policy

The Audit Committee will review the whistleblowing mechanism set out in this policy periodically to improve its effectiveness.

This policy (or its summary) will be available at the website of the Company.