

WONG'S INTERNATIONAL HOLDINGS LIMITED

王氏國際集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 99)

(the "Company")

WHISTLEBLOWING POLICY

1. PRINCIPLES

- 1.1 The Company is committed to achieving and maintaining the highest standards of openness, probity and accountability.
- 1.2 The employees of the Company and its subsidiaries (the "Group") at all levels should conduct themselves with integrity, impartiality and honesty.

2. PURPOSE

- 2.1 This Policy aims to govern and deal with fairly and properly concerns raised by our employees and business partners about any suspected misconduct or malpractice regarding financial reporting, internal controls or other matters related to the Group.
- 2.2 An effective whistleblowing system can help detect and deter misconduct or malpractice within the Group.

3. SCOPE

- 3.1 This Policy applies to:
 - (a) employees at all levels and divisions of the Group as well as business partners who deal with any member company of the Group, such as suppliers, customers and contractors; and
 - (b) concerns about possible improprieties in matters related to the Group including, but not limited to, the matters set out below:
 - (i) violation of rules of conducts applicable within the Group ;
 - (ii) breach of legal or regulatory requirements;
 - (iii) criminal offences, breach of civil law and miscarriage of justice;
 - (iv) malpractice, impropriety or fraud relating to internal controls, accounting, auditing and financial matters;
 - (v) bribery or corruption;
 - (vi) endangerment of the health and safety of an individual;
 - (vii) damage caused to the environment;
 - (viii) unauthorized disclosure of confidential information;
 - (ix) improper conduct or unethical behaviour likely to prejudice the standing of the Company; and
 - (x) deliberate concealment of any of the above.

4. REPORTING PROCEDURES

- 4.1 An employee or business partner who has a legitimate malpractice concern about matters related to the Group as described in 3.1(b) above, can raise it either verbally (in person) or in writing (by post or by email).
- 4.2 Any concern should be initially reported to the respective Head of Department. The Head of Department will, after gathering sufficient details, submit the report to the Chairman of the Internal Audit & Compliance Committee (the “IACC”) or Chairman of the Board & Chief Executive Officer (“CEO”).
- 4.3 If the concern involves the Head of Department, or for any reason the person who reports the concern would prefer the Head of Department not to be told, the person may raise the concern and submit his/her report to the Chairman of the IACC.
- 4.4 If for any reason the person who reports the concern would prefer the Chairman of the IACC not to be told, the person may raise the concern and submit his/her report directly to the Executive Vice President or Chairman of the Board & CEO.
- 4.5 If the report is made in writing, such report should contain identity of the person who raises the concern and full details of the concern. In case it is sent by post, it should be put in a sealed envelope clearly marked “Private and Confidential – To be opened by Addressee only”.
- 4.6 The Company does not accept anonymous reporting since it will be difficult for the Company to follow up and obtain further information for making a proper assessment and conduct an effective investigation.

5. INVESTIGATION PROCEDURES

- 5.1 The Company will acknowledge receipt of each report within a reasonable time.
- 5.2 The Company will evaluate every report received to decide if a full investigation is necessary. Depending upon the circumstances, an appropriate investigating officer with suitable seniority at the Company or the Group will be appointed or a special committee will be set up by the Company to investigate the matter.
- 5.3 The format and the length of an investigation will vary depending upon the nature, complexity and particular circumstances of each case.
- 5.4 The person who reports the concern may be asked to provide more information during the course of the investigation.
- 5.5 All serious cases will be reported to the Audit Committee, which shall ensure that arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action. If appropriate, the Audit Committee will make recommendations to the Board.

- 5.6 The person who reports the concern will receive in writing the outcome of the investigation.
- 5.7 If the person is not satisfied with the outcome, he/she could raise the matter again with the Chairman of the IACC or Chairman of the Board & CEO.
- 5.8 If there is good reason or new valid material information, the Company will investigate into the concern again.
- 5.9 Where the report discloses a possible criminal offence, the Company, after consulting the legal advisers, will decide if the matter should be referred to the relevant authorities such as the Hong Kong Police Force, Independent Commission Against Corruption and Securities and Futures Commission etc., as appropriate for further action. Once the matter is referred to the authorities, the Company will not be able to take further action on the matter.

6. CONFIDENTIALITY

- 6.1 The Company will make every effort to treat all reporting under this Policy in a strictly confidential manner. The identity of the person making the report and complaint will not be disclosed without such person's consent, unless the Company is legally obliged to reveal his/her identity and other information to any government authorities.

7. UNTRUE ALLEGATIONS AND FALSE REPORT

- 7.1 In raising a concern pursuant to this Policy, the employee or business partner should exercise due care to ensure the accuracy of the information.
- 7.2 If the person is mistaken, he/she will not be at risk of losing his/her job or suffering any form of retribution as a result provided that he/she is acting in good faith.
- 7.3 If an employee deliberately raising false and malicious allegations, disciplinary action including the possibility of dismissal will be taken against such employee. In case of a business partner, the Company will reserve the right to recover any cost or loss from such business partner. In an extreme case, it could give rise to legal action against the person/entity in concern.

8. COMMUNICATION

- 8.1 This Policy will be available on the Company's website.
- 8.2 Human Resources Department should communicate this Policy with new employees when they join the Group. While the Heads of Department or key employees should inform the business partners within their area of responsibility of the relevant whistleblowing system stated in this Policy.

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