



# **Golden Century International Holdings Group Limited**

*(Incorporated in Hong Kong with limited liability)*

## **WHISTLEBLOWING POLICY**

**(Effective from 31 March, 2023)**

## **WHISTLEBLOWING POLICY**

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## WHISTLEBLOWING POLICY

### 1. INTRODUCTION

- 1.1 Golden Century International Holdings Group Limited (the “**Company**”) is committed to high standard of openness, probity and accountability. This Whistleblowing Policy (the “**Policy**”) forms an important part of effective risk management and internal control systems. In line with this commitment, the Company 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.
- 1.2 This Policy applies to the Company and all of its subsidiaries (collectively, the “**Group**”).
- 1.3 Whistleblowing refers to a situation where an employee or a third party (a “**Whistle-blower**”) decides to report a serious concern about any suspected fraud, malpractice, misconduct or irregularity (the “**Concern**”).
- 1.4 Whistleblowing serves as a useful way to uncover fraud, malpractice, misconduct, or significant risk within an organization.

### 2. PURPOSE

- 2.1 To encourage and assist any employee(s) of the Group (the “**Employee(s)**”) or third parties (e.g., customers, suppliers etc.) to raise the Concern and disclose related information confidentially.
- 2.2 To provide reporting channels and guidance on whistleblowing to Employees or third parties to raise the Concern rather than neglecting it.
- 2.3 To reveal suspected fraud, malpractice or misconduct before these activities cause disruption or loss to the Group.

### **3. RESPONSIBILITY**

- 3.1 The Audit Committee of the Company (the “**Audit Committee**”) has the overall responsibility for this Policy, but has delegated the day-to-day responsibility for overseeing and implementing this Policy to the Company Secretary and the Human Resources Departments. The Audit Committee is responsible for monitoring and reviewing the effectiveness of this Policy and the actions resulting from the investigation.
- 3.2 This Policy has been approved by the Audit Committee. Any amendments or updates to this Policy will be subject to the Audit Committee’s approval.

### **4. REPORTABLE CONCERN**

- 4.1 Activities that constitute malpractice or misconduct may include, but not limited to the following:
- (1) Criminal offense or miscarriage of justice;
  - (2) Non-compliance with laws and regulations;
  - (3) Impropriety or fraud relating to accounting, financial reporting, internal controls, and auditing matters;
  - (4) Misuse or misappropriation of the Group’s assets or resources;
  - (5) Any action which endangers the health and safety of Employees or other stakeholders;
  - (6) Violation of the policies or guidelines of the Group;
  - (7) Improper use or leakage of confidential or commercially sensitive information; and
  - (8) Deliberate concealment of any of the above.
- 4.2 Whistle-blower is not required to make absolute proof of the Concern reported. The Concern would be appreciated if it is reported in good faith; even it is not confirmed by an investigation.

## **5. PROTECTION FOR WHISTLEBLOWER**

- 5.1 Persons reporting the Concern in good faith are assured of fair treatment. The Group will make every effort to protect the Employee against unfair dismissal, victimization, or unwarranted disciplinary action, even if the Concern turn out to be unsubstantiated. Good faith means that the reporting person has held a reasonable belief that the Concern made is true and honest but not made for personal interest or any ulterior motive.
- 5.2 Management must ensure that Whistle-blowers feel easeful to raise Concern without fear of reprisals. Any kinds of retaliation against a Whistle-blower will be considered as misdemeanours.
- 5.3 However, if a Whistle-blower makes a false report maliciously, with an ulterior motive, or for personal advantage, the Group reserves the right to take appropriate actions against anyone (Employees or third parties) to recover any loss or damage as a result of the false report.

## **6. CONFIDENTIALITY**

- 6.1 The Group will make every effort to keep Whistle-blower's identity and the reported Concern strictly confidential.
- 6.2 Likewise, the Whistle-blower should keep strictly confidential about the details of a reported Concern, such as its nature, related persons, etc.
- 6.3 Under certain circumstances where the Whistle-blower's identity has to be revealed according to laws and regulations, the Group will endeavour to take reasonable steps to protect the Whistle-blower from detriment.
- 6.4 It is understood that a Whistle-blower may wish to report anonymously. However, it is not encouraged as an anonymous allegation will hinder investigation and follow-up actions due to limited information.
- 6.5 Whistle-blowers are encouraged to come forward and report as much specific information as possible for assessment and investigation.

## 7. REPORTING CHANNELS AND FORM

7.1 Any Employee or third party who wish to report a Concern should inform the group by sending the Whistleblowing Report Form (the “**Form**”) as attached in Appendix, with supplementary information, if any, by the following ways:

(1) Email: talent@gci.com.hk

(2) Mail:

The Audit Committee

Golden Century International Holdings Group Limited

Room 12005, 12/F

535 Jaffe Road

Hong Kong

7.2 To ensure confidentiality in the mailing process, the Form should be sent in a sealed envelope marked “Strictly Private and Confidential – To be Opened by Addressee Only”.

## 8. INVESTIGATION PROCESS

8.1 Company Secretary will record all whistleblowing cases raised in the Whistleblowing Register. All reported cases with valid contacts will be followed up. Company Secretary will evaluate the validity and relevance of the cases received, and to decide the categorization of whistleblowing cases for reporting to appropriate parties. The whistleblowing matters raised should be:

- (1) be investigated internally by the Audit Committee or the Company Secretary, the Internal Audit, the Human Resources Department or other departments of the Company (if delegated by the Audit Committee);
- (2) referred to the appointed external auditor as instructed by the Audit Committee;
- (3) referred to the relevant public or regulatory organisation as instructed by the Audit Committee;  
or/and
- (4) be investigated by taking any other investigative action as determined by the Audit Committee in the best interests of the Group.

8.2 Upon receipt of the report, the Chairman of the Audit Committee will, if necessary, respond to the whistle-blower as soon as practicable (if contactable):

- (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.

## **9. RECORD RETENTION**

9.1 Records of all reported improprieties, misconducts, and malpractices, including results of any investigations shall be kept by the relevant parties under section 8 for as long as necessary for the purpose of investigation and any possible follow up action.

## **10. POLICY INTERPRETATION AND REVIEW**

10.1 The Audit Committee shall supervise the implementation, monitoring and enforcement of this Policy. It is also responsible for the interpretation and periodic review of all the policies and procedures set out herein, and shall make recommendation on any changes as may be required to the Board for approval.

**WHISTLEBLOWING REPORT FORM**  
**(STRICTLY CONFIDENTIAL)**

If you wish to report a whistleblowing concern, please fill in this form. All information will be kept in a strictly confidential manner.

**Reporter's Information**

Name and Title:

Company and Department:

Tel No.:

Email:

Details of Concern:

Please provide full details of your concern: names of the persons involved, dates, places, reasons, etc. and any other supporting evidence. (Continue on separate sheet if necessary)

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Note: Please deliver your form by the following ways according to section 7 of the Whistleblowing Policy:

(1) Email: talent@gci.com.hk

(2) Mail: The Audit Committee

Golden Century International Holdings Group Limited

Room 12005, 12/F, Tower 535

535 Jaffe Road

Hong Kong