

Winfair Investment Company Limited (“the Company”)

Whistleblowing Policy (Approved and adopted 20 January, 2022)

1. BACKGROUND

- 1.1 Winfair Investment Company Limited (the “Company”) together with its subsidiaries (collectively, the “Group”) are committed to maintaining high standard of openness, probity and accountability.
- 1.2 “Whistleblowing” refers to a situation where employees or third parties who deal with the Group (e.g. customer, suppliers, etc.) (“Whistleblower”) report serious concerns about any suspected or potential fraud, malpractice, misconduct or irregularity (the “Concern”) related to the Group.
- 1.3 This Whistleblowing Policy (the “Policy”) forms an important part of effective risk management and internal control systems, and whistleblowing serves as a useful way to uncover fraud, malpractice, misconduct, or significant risk within the Group.

2. PURPOSE

- 2.1 To encourage the Whistleblower to raise the Concern and disclose related information to the Group confidentially.
- 2.2 To provide reporting channels and guidance on whistleblowing to the Whistleblower to raise the Concern rather than neglecting it.
- 2.3 To reveal suspected fraud, malpractice or misconduct before disruption or loss that may cause to the Group.

3. RESPONSIBILITY

- 3.1 The Audit Committee of the Company (the “Audit Committee”) has overall responsibility for the Policy, and has delegated the day-to-day responsibility for overseeing and implementing the Policy to the executive director (the “Designated Executive Director”). The Audit Committee is responsible for monitoring and reviewing the effectiveness of the Policy and the actions resulting from the investigation.
- 3.2 The Policy has been approved by the Audit Committee. Any amendments on the Policy will be subject to the Audit Committee’s approval.
- 3.3 Any change of Designated Executive Director should be approved by the Audit Committee.

4. REPORTABLE CONCERN

- 4.1 Reportable concern should cover not only fraud, malpractice and possible improprieties in matters relating to financial reporting, internal controls, accounting and auditing, but also serious concerns that include but not limited to:
- a. Corruption, bribery or blackmail;
 - b. Criminal offense or miscarriage of justice;
 - c. Non-compliance with laws and regulations;
 - d. Misuse or misappropriation of the Group’s assets or resources;
 - e. Endangering the health and safety of employees or other stakeholders;
 - f. Improper use or leakage of confidential or commercially sensitive information; and
 - g. Deliberate concealment of any of the above.
- 4.2 Person reporting the Concern should exercise due care to ensure the accuracy of the information. Whistleblower 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 AND NON-RELIATION

5.1 If a Whistleblower is an employee of the Company who raises the Concern under this policy in good faith, the Group will make every effort to protect him/her against unfair dismissal, victimization or unwarranted disciplinary action, even if the Concern is subsequently proved to be unsubstantiated. Any kinds of retaliation against the Whistleblower will be considered as misdemeanors.

5.2 However, if the Whistleblower makes a false report maliciously, with an ulterior motive, or for personal advantages, the Group reserves the right to take appropriate actions against the Whistleblower to recover any loss or damages caused by the false report.

6. CONFIDENTIALITY

6.1 The Group will make every effort to keep Whistleblower's identity and the reported Concern strictly confidential.

6.2 Similarly, Whistleblower should keep strictly confidential details of the reported Concern, such as its nature, related persons, etc.

6.3 It is understood that Whistleblower 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.

6.4 Whistleblower is encouraged to come forward and report as much specific information as possible for assessment and investigation.

6.5 The identity of the Whistleblower will not be divulged save with such Whistleblower's consent or where:

- a. in the opinion of the Audit Committee, it is material to the investigation or in the interest of the Group to disclose the identity;
- b. the report is frivolous or is lodged in bad faith with malicious or mischievous intent or in abuse of these Procedures;
- c. it is required to be disclosed in compliance with any applicable law or regulation, by any relevant regulatory authority including the Stock Exchange of Hong Kong Limited (the "Stock Exchange"), or by order or directive of any court having jurisdiction over the Company; and
- d. the report and the identity of the Whistleblower are already public knowledge.

7. REPORTING CHANNELS AND FORM

7.1 If the person or matter concerned does not relate to any executive directors

Any employee or third party who wishes to report a Concern should inform the Designated Executive Director by sending the Whistleblowing Report Form (the "Report Form") as attached in Appendix I, with supplementary information, if any, by the following ways:

- a. **Email:** report@winfairinvestment.com
(This email can only be accessed by the Designated Executive Director)
- b. **Mail:**
The Executive Director
(Whistleblowing Reporting Section)
Winfair Investment Company Limited
501-2, Lee Kiu Building,
51 Jordan Road,
Kowloon, Hong Kong

7.2 If the person or matter concerned relates to any executive directors
If Executive Director(s) is/are being complained against, the Report Form, as attached in Appendix I, with supplementary information, if any, should be made addressed to the Chairman of the Audit Committee by the following ways:

a. **Email:** auditchair@winfairinvestment.com
(This email can only be accessed by the Chairman of the Audit Committee.)

b. **Mail:**
The Chairman of the Audit Committee
Winfair Investment Company Limited
501-2, Lee Kiu Building,
51 Jordan Road,
Kowloon, Hong Kong

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

7.4 Each Whistleblower is required to provide details of improprieties (including relevant incident(s), behaviour, activity or activities, name(s) of person involved, dates(s), places(s) and other relevant information) on the Report Form.

7.5 Details of the Whistleblower (including name, company name, department, contact number, 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 confidential.

8. INVESTIGATION PROCEDURES

- 8.1 Regarding the whistleblowing cases reported to the Designated Executive Director or Chairman of the Audit Committee, the Designated Executive Director or Chairman of the Audit Committee will assess each reported case and decide if an investigation is required accordingly. The Designated Executive Director and the Audit Committee Chairman will respectively review each investigation to determine the courses of actions.
- 8.2 The format and length of an investigation will vary depending on the nature and particular circumstance of each reported Concern made. Where appropriate, the reported case raised may:
- a. be investigated internally by the Audit Committee. If deemed necessary, the Designated Executive Director or the Audit Committee may delegate the Company Secretary or an appropriate person to conduct the investigation;
 - b. be referred to the external consultant or external auditor as instructed by the Audit Committee;
 - c. be referred to relevant public or regulatory bodies, such as the Hong Kong Police Force, the Independent Commission Against Corruption, the Securities and Futures Commission, etc, as instructed by the Audit Committee; and/or
 - d. form the subject of any other actions as the Audit Committee may determine in the best interest of the Group.
- 8.3 The Designated Executive Director or the Chairman of the Audit Committee where warranted will respond to the Whistleblower, if contactable, as soon as practicable upon receipt of the reported case:
- a. Acknowledge receipt of the Form;
 - b. Advise the Whistleblower as to whether or not the matter will be investigated further, as appropriate, the action taken or being taken or the reasons for no investigation being made;
 - c. Give an estimate of the timeline for the investigation and final response, if practicable; and
 - d. Indicate if any remedial and legal action is or is to be taken.

9. MAINTAINING THESE PROCEDURES

The Audit Committee shall supervise the enforcement of these Procedures and is responsible for the interpretation and review of all the policies and procedures set out herein.

Adoption on 20 January 2022

WINFAIR INVESTMENT COMPANY LIMITED
(Incorporated in Hong Kong with limited liability)

WHISTLEBLOWING REPORT FORM
(STRICTLY CONFIDENTIAL)

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

Reporter's Information *(Note: Reporter's Information are encouraged to be provided so as to facilitate the investigation.)*

Name and Title: _____

Company Name and Department: _____

Tel No: _____ Email: _____

Details of Concern:

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

Signature: _____

Date: _____