



Whistleblowing Policy

1. PURPOSE

Gemilang International Limited (the “Company”) and its subsidiaries (collectively the “Group”) are committed to achieving and maintaining the highest standards of openness, probity and accountability. Employees at all levels are expected to conduct themselves with integrity, impartiality and honesty. It is in all interest of the Group to ensure that any inappropriate behaviour or organizational malpractice that compromise the interest of the shareholders, investors, customers and the wider public does not occur. It is also critical to maintain a good corporate image and raise the standard of corporate governance of the Group. To this end, the Company has devised a Whistleblowing Policy (the “Policy”).

The purpose of formulating the Policy is to enhance the awareness of internal corporate justice and regard this as a kind of internal control mechanism. It provides employees with reporting channels and guidance on whistleblowing. The term ‘whistleblowing’ refers to a situation where an employee decides to report serious concerns about any malpractice which he/she has become aware of or genuinely suspects that the Group has been or may become involved in. The Policy is designed to encourage employees to raise serious concerns internally, without fear of reprisal or victimization, in a responsible and effective manner.

2. POLICY

The Policy is intended to assist individual employees to disclose internally and at a high level, information which the individual believes showing malpractice or impropriety. It is not designed to further any personal disputes, question financial or business decisions taken by the Group nor should it be used to report any employment-related matters which have been addressed under the grievances procedure already in place. Whistleblowing matters may include but are not confined to:

- Breach of legal or regulatory requirements
- Criminal offences, breach of civil law and miscarriage of justice
- Malpractice, impropriety or fraud relating to internal controls, accounting, auditing and financial matters
- Endangerment of the health and safety of an individual
- Damages caused to the environment
- Violation of rules of conducts applicable within the Company or those of the Group
- Improper conduct or unethical behaviour likely to prejudice the standing of the Company
- Deliberate concealment of any of the above



2.1 Protection and Confidentiality

It is the Company's policy to protect employees from any form of intimidation, reprisal, retaliation or adverse reaction organizationally as a consequence of reporting a concern about any of the above matters. The Company will make every effort to treat all disclosures in a confidential and sensitive manner. The identity of the individual employee making the allegation will not be divulged without the employee's consent. However, there may be circumstances in which the Company may be required or legally obliged to reveal the employee's identity, for example, where an investigation leads to legal proceedings being initiated. If this is the case, the Company will take all reasonable steps to ensure that the employee suffers no detriment. Harassment or victimization of a genuine whistle blower will be treated as gross misconduct, which if proven, may result in dismissal.

2.2 Untrue Allegations

In making a report, individual employees should exercise due care to ensure the accuracy of the information. If the employee is mistaken, he/she will not be at risk of losing his/her job or suffering any form of retribution provided that he/she is acting in good faith and reasonable manner. On the other hand, disciplinary action including dismissal will be taken against an employee who is proven to raise false and malicious allegations deliberately. If established, vexatious or wild allegations could give rise to legal action on the part of the persons complained about.

3. PROCEDURES

3.1 Reporting Channel

Employee who has a legitimate malpractice concern should, as an initial step, inform the respective Head of Department or General Manager. The Head of Department or General Manager should then report the matter to the Directors. If the concern involves the Head of Department or the General Manager, or for any reason the employee would prefer the Head of Department not to be told, the employee may raise the matter directly to the Directors. The Directors may designate any appropriate persons or set up an inquiry to investigate the matter.

The Directors should summarize the complaints received and report any matter of significance, under this policy, to the Audit Committee semi-annually or at appropriate time, where considered necessary.



3.1.1 Reporting Format

Disclosures, with all relevant information, evidences and supporting documents, can be made in person or in writing. If the disclosure is made in writing, it should be sent to the Head of Department at his/her office or the General Manager or the Directors in a sealed envelop clearly marked “Strictly Private and Confidential – To be Opened by Addressee” to ensure the confidentiality.

Employees should ensure all necessary evidences, if not delivered personally, are enclosed with the complaint letter or sent as attachments to the email for follow up. Employees are required to provide their name and contacts for any disclosures they make. Anonymous complaints would usually not be considered. The Company will hold it a serious disciplinary offence for any person who seeks to prevent a communication of malpractice concern reaching the appropriate party, or to impede any investigation which he/she or anyone on his/her behalf may make.

If there is evidence of criminal activity, activity on solicitation and acceptance of advantages or breach of legal and regulatory requirements, the party responsible for the internal investigation may legally be obliged to inform the relevant public or regulatory bodies such as the Hong Kong Police Force, the Independent Commission Against Corruption, the Security and Futures Commission or relevant regulatory body, as appropriate.

3.2 Investigation Procedure

The format and the length of an investigation will vary depending upon the nature and particular circumstances of each complaint made. The matters raised may:

- be investigated internally;
- be referred to the Hong Kong Police Force or relevant regulatory body;
- be referred to the External Auditor; and/or
- form the subject of an independent inquiry.

The Directors or the person designated to investigate the complaint will write to the complainant wherever reasonably practicable of the concern being received:

- acknowledging that the concern has been received;
- telling the complainant whether any initial enquiries have been made and the related results, where appropriate and if available;
- advising whether or not the matter is to be investigated further and if so what the nature of the investigation will be and the estimated duration;
- providing the justification if no further investigations will take place.

Along the investigation, further assistance from the complainant may be required from time to time. Confidential records will be kept for at least 7 years for all matters raised through this policy.