

# Chevalier International Holdings Limited

## Whistle-Blower Policy

Unless otherwise defined herein, capitalised terms used in this Policy shall have the meanings as defined in “Definitions” at paragraph 10 of this Policy.

### 1. Purpose and Scope

The Company is committed to achieving and maintaining the highest standards of openness, probity and accountability. It is in the interest of the Group to ensure that any inappropriate behaviour or organisational malpractice that compromises the interest of the shareholders, investors, customers and the wider public does not occur.

The Company has a whistleblowing policy and system for employees and related third parties (e.g. consultants, contractors, suppliers and customers) (“**Whistle-blower**”) who wish to report a serious concern about any suspected malpractice, misconduct, irregularities or fraud that may cause disruption or loss to the Company.

The term “**whistleblowing**” refers to a situation where a Whistle-blower who deals with the Group decides to report serious concerns about matters set out in item 3 below, which he/she has become aware of and genuinely suspects that the Group has been or may become involved in.

This Policy is designed to encourage Whistle-blower to raise serious concerns, without fear of reprisal or victimisation, in a responsible and effective manner rather than overlooking a problem or blowing the whistle outside.

### 2. Objectives

This Policy aims to:

- a. provide channels for Whistle-blower to raise real concerns and define ways to handle these concerns;
- b. enable management to be informed at an early stage about acts of misconduct;
- c. reassure Whistle-blower that they will be protected from punishment or unfair treatment for disclosing concerns in good faith in accordance with this procedure; and
- d. help develop a culture of openness, accountability and integrity.

Whistle-blower is encouraged to give his/her name, set out the background and history of the complaint, giving names, dates, places and any relevant documentation, where possible. This will help the Officers and the investigating officer to focus his/her investigation on the main issues quickly. Although Whistle-blower is not expected to prove the truth of an allegation, he/she needs to demonstrate that there are sufficient grounds for real concerns.

The Company accepts anonymous report and respects such need from the Whistle-blower but an innominate allegation will be much more difficult for the Company to follow up because the Company will be unable to obtain further information from the Whistle-blower and make proper assessment. Since the Company takes reporting of misconducts, malpractices, and irregularities seriously and wants to conduct warranted investigations of both potential and actual violations, it is encouraged that Whistle-blowers identify themselves when reporting. Concerns expressed anonymously may be investigated, but due consideration will be given to the following factors: (i) sufficiency and validity of the information offered; (ii) seriousness of the concern; (iii) credibility of the concern; and (iv) likelihood of confirming the concern from identifiable sources.

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### 3. Reporting Matters

Reporting matters include, without limitation, the following acts:

- a. Breach of legal or regulatory requirements;
- b. Criminal offences;
- c. Miscarriages of justice;
- d. Malpractice, impropriety or fraud relating to internal controls, accounting, auditing and financial matters;
- e. Endangerment of the health and safety of an individual;
- f. Adverse impact to the environment and the community above and beyond the impact otherwise generated by normal business operations;
- g. Improper conduct or unethical behaviour likely to prejudice the Group;
- h. Money laundering;
- i. Fraudulent or corrupt acts; or
- j. Deliberate concealment of any of the above.

### 4. Reporting Channel

Whistle-blower who has reasonable concerns of actual or suspected improper conduct involving the Company is encouraged to make a report. Procedures are in place to ensure that complaints reported under this Policy are logged, investigated (where appropriate) with appropriate action taken. Complaints will be treated confidentially to the extent possible, and retaliation of any kind against anyone for making good faith reports about actual or suspected violation pursuant to this Policy will not be permitted.

Whistle-blower can raise their concerns by completing the Form. Whistle-blower shall cooperate fully and openly with any investigation into alleged or suspected corrupt activity or breach of this Policy.

It is normally expected that an employee will raise his/her concerns internally to his/her line manager (or superior) within the Business Units or departments. However, if the employee feels uncomfortable doing this, for example, the line manager has declined to handle the case or it is the line manager who is the subject of the report, or if an employee believes that there has been a breach of any of the above which is not being dealt with appropriately by line management, or considers that reporting through normal line management would not provide an appropriate investigation, then the employee may initiate action through the Policy.

Whistle-blower may lodge a complaint by completing and submitting the Form either by email or by post as follows:

By Email

[wb@chevalier.com](mailto:wb@chevalier.com)

(This email is only accessible and jointly managed by the Officers)

By Post

Head of Internal Audit Department / Head of Legal Department

Chevalier International Holdings Limited

22/F Chevalier Commercial Centre

8 Wang Hoi Road, Kowloon Bay

Hong Kong

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Please mark “Private and Confidential” on the envelope.

Letter will be opened in the presence of both of the Officers.

### **5. Investigation Procedure**

The format and length of an investigation varies depending upon the nature and particular circumstances of each complaint made. The matters raised can be dealt in the following channels:

- (i) Internal investigation;
- (ii) Reference to the relevant public or regulatory bodies;
- (iii) Reference to the external auditor or investigation by a professional party; and/or
- (iv) Form an independent inquiry for the subject matter.

The Officers will reply to the Whistle-blower as soon as reasonably practicable after receipt of the communication to acknowledge that the concern has been received.

If there is suspicion of fraudulent or criminal activity, activity on solicitation and acceptance of advantages or breach of legal and regulatory requirements the Officers will inform the relevant enforcement agencies or regulatory bodies as and when appropriate.

Subject to legal constraint, Whistle-blower will be advised of the outcome.

If the Whistle-blower is not satisfied with the investigation outcome, he/she could raise the matter again with the Officers and should make another report explaining why this is the case. If there is good reason, the Officers may revisit the Whistle-blower’s concerns.

### **6. Confidentiality**

All concerns are treated in a sensitive manner and where possible in the strictest confidence, although in some cases the Company may be legally required to disclose the information.

### **7. Protection and Support**

This Policy is designed to offer protection to individuals who make complaints in good faith. Whistle-blower will be treated fairly and justly and any matter will be taken seriously. The Company will not tolerate harassment or victimisation of anyone raising a concern under this Policy. Any complaint alleging harassment or victimisation of an individual shall be received, reviewed and investigated in the same manner as any complaint alleging misconduct or malpractice. If the complaint is not confirmed by subsequent investigation, no action will be taken against Whistle-blower unless it is found to have been raised frivolously, mischievously, maliciously or for personal gain which may result in disciplinary action.

### **8. False Report**

If an employee makes a false report maliciously without reasonable grounds and/or for personal gain, he/she may face disciplinary action, including the possibility of dismissal. The Company reserves the right to take appropriate actions against third parties to recover damages suffered as a result of false reports.

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### 9. Review

The Audit Committee has the overall responsibility for overseeing this Policy and has the power to ask for further investigation on complaints. The Officers are responsible for monitoring and reviewing the operation of the Policy and for making any recommendations for action resulting from investigation into complaints.

### 10. Definition

In this Policy, unless the context otherwise requires, the following expressions shall have the following meanings:

“Business Unit”	a business unit of the Group, including all departments under each of the units.
“Company”	Chevalier International Holdings Limited.
“Form”	the Whistleblowing Report Form set out in Annex 1.
“Group”	the Company, its subsidiaries, and also Chevalier (HK) Limited.
“Officers”	Head of Internal Audit Department and Head of Legal Department.

**NOTE:** This Policy has been translated into Chinese. If there is any inconsistency or ambiguity between the English version and the Chinese version, the English version shall prevail.

# Chevalier International Holdings Limited

## Whistle-Blower Policy

### Annex 1

**Strictly Private & Confidential**

#### WHISTLEBLOWING REPORT FORM

To: Head of Internal Audit Department / Head of Legal Department  
Chevalier International Holdings Limited  
22/F Chevalier Commercial Centre  
8 Wang Hoi Road, Kowloon Bay  
Hong Kong

Date:	
Name:	
Address:	
Contact No.:	
Email:	
The names of those involved (if known):	
Details of concerns: Please provide full details of your concerns: names, dates and places and the reasons for the concerns (continue on separate sheet if necessary) together with any supporting evidence.	