



# WING ON COMPANY INTERNATIONAL LIMITED

永安國際有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 289)

(the “**Company**”)

## WHISTLEBLOWING POLICY

### 1. Principles

- 1.1 The Company (together with its subsidiaries, the “**Group**”) is committed to achieving and maintaining the highest standards of openness, probity and accountability. In line with this commitment, the Company expects and encourages employees of the Group and those who deal with the Group (e.g. consultants, contractors, suppliers, agents and customers) to report to the Company any suspected impropriety, misconduct or malpractice within the Group. The Company endeavors to respond to the concerns fairly and properly.
- 1.2 The employees of the Group should conduct themselves with integrity, impartiality and honesty.

### 2. Purpose

- 2.1 This policy aims to provide reporting channels and guidance on reporting possible improprieties in matters of financial reporting, internal control or other matters, and reassurance to whistleblowers of the protection that the Group will extend to them against unfair dismissal, victimisation or unwarranted disciplinary action for any genuine report made under this policy.
- 2.2 The audit committee of the Company (the “**Audit Committee**”) shall review regularly this policy and ensure that arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action. Any subsequent amendment of this policy shall be reviewed by the Audit Committee and approved by the board of directors of the Company (the “**Board**”).
- 2.3 This policy will be published on the Company’s website for public information.

### 3. Scope

- 3.1 This policy applies to all employees of the Group as well as independent third parties who deal with the Group (e.g. consultants, contractors, suppliers, agents and customers).

- 3.2 Whilst it is impossible to provide an exhaustive list of the activities that constitute impropriety, misconduct or malpractice, this policy is intended to cover serious concerns that could have an impact on the Group, which include but not limited to:
- (a) breach of rules of conducts, policies or internal controls of the Group;
  - (b) breach of legal or regulatory requirements;
  - (c) malpractice, impropriety or fraud relating to accounting, auditing and financial matters, internal control or other financial matters of the Group;
  - (d) improper conduct or unethical behaviour likely to prejudice the reputation of the Group;
  - (e) corrupt practices and criminal offences;
  - (f) miscarriage of justice;
  - (g) endangerment of the health and safety of an individual;
  - (h) discrimination or harassment;
  - (i) professional, ethical or other malpractices or wrongdoings; and
  - (j) deliberate concealment of any of the above.

#### **4. Protection**

- 4.1 In making a report pursuant to this policy, the reporting person or entity (the “**Reporter**”) should exercise due care to ensure the accuracy of the information.
- 4.2 The Reporter making appropriate reports under this policy is assured of protection against unfair dismissal, victimisation or unwarranted disciplinary action, even if the reports are subsequently proved to be incorrect or unsubstantiated. Harassment or victimisation of a genuine Reporter is treated as gross misconduct, which if proven, may result in dismissal.

#### **5. Confidentiality**

- 5.1 The Company will make every effort to treat all reporting under this policy in a strictly confidential manner. The identity of the Reporter will not be disclosed without such Reporter’s consent or where:
- (a) in the opinion of the Audit Committee, it is material to the investigation or in the interest of the Company to disclose the identity;
  - (b) the report is frivolous or is lodged in bad faith with malicious or mischievous intent or in abuse of it;

- (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 the order or directive of any court having jurisdiction over the Company; and
- (d) the report and the identity of the Reporter are already public knowledge.

5.2 In order not to jeopardise the investigation, the Reporter is also required to keep confidential the fact that he/she has filed a report as well as the nature of concerns and the identities of those involved.

## **6. Reporting procedures**

6.1 Any person who becomes aware of any existing or potential impropriety, misconduct or malpractice within the Group, including but not limited to any of the matters as described in 3.2 above, should report it in person or in writing either by email or by post to the company secretary of the Company (the “**Company Secretary**”) who shall report to the Audit Committee. The Audit Committee shall then determine the course of action to pursue, with power to delegate, with respect to the report.

6.2 If the Reporter is an employee of the Group:

- (a) any concern should be initially reported to the respective head of division/department of the employee in person or in writing either by email or by post. The head of division/department will, after gathering sufficient details, submit the report to the Company Secretary;
- (b) if the concern involves the head of division/department, or for any reason the employee would prefer the head of division/department not to be told, the employee may raise the concern and submit his/her report to the Company Secretary in person or in writing either by email or by post to the Company Secretary;
- (c) if for any reason the employee would prefer the Company Secretary not to be told, the employee may raise the concern and submit his/her report directly to the Chairman of the Board in person or in writing either by email or by post to the Chairman of the Board;
- (d) if the concern involves the Chairman of the Board, the employee may raise the concern and submit his/her report directly to the Audit Committee in person or in writing either by email or by post to the chairman of the Audit Committee; and
- (e) the report will be passed to the Chief Executive Officer of the Company or the Chairman of the Board or the Audit Committee (as the case may be) who will review the concern and complaint and determine the course of action to pursue, with power to delegate, with respect to the report.

6.3 All written reports by post shall be sent in a sealed envelope clearly marked “Private and Confidential – To be opened by the Addressee only” to ensure confidentiality.

- 6.4 Each Reporter is required to provide details of improprieties (including relevant incident(s), behaviour, activity or activities, name(s), date(s), place(s) and any other relevant information) on the report.
- 6.5 Details of the Reporter (including name, division/department, company, 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 confidence. A Reporter who chooses to remain anonymous is advised that the Company may not be able to obtain the additional information needed to investigate or address his/her concerns.

## **7. Investigation procedures**

- 7.1 The Company will acknowledge receipt of each report within five working days.
- 7.2 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 will be appointed or a special committee will be set up by the Company to investigate the report. The format and the length of an investigation will vary depending upon the nature, complexity and particular circumstances of each report made.
- 7.3 A final report, with recommendations for follow up actions or improvement (if any), will be presented to the Audit Committee. The Audit Committee will then review the final report and if appropriate, make recommendations to the Board.
- 7.4 The actions to be taken by the Company after investigations include disciplinary action, termination of employment or preventive action. Cases of suspected corruption or other criminal offences will be, after consulting legal advisers, referred to the Hong Kong Police Force, Independent Commission Against Corruption or other regulators or authorities as appropriate for further action. Once the matter is referred to the regulators or authorities, the Company will not be able to take further action on the matter.
- 7.5 The Reporter will receive in writing the outcome of the investigation or reasons for no investigation being made if the matter will not be investigated further (as the case may be) as soon as practicable. Due to legal constraints, the Company may not be able to give out details of the action taken or any copy of the investigation report.
- 7.6 If the Reporter is an employee of the Group:
- (a) the employee may be asked to provide more information during the course of the investigation;
  - (b) the employee will be informed of the outcome of the investigation at the end of such investigation; and
  - (c) if the employee is not satisfied with the outcome, he/she could raise the matter again with the Chairman of the Board or the Audit Committee (as the case may be).

7.7 If there is good reason, the Company will investigate into the concern again.

## **8. Untrue allegations and false report**

8.1 If the Reporter makes a false report maliciously, with an ulterior motive or based on untrue allegations, or for personal gain, the Company reserves the right to take appropriate actions against the Reporter to recover any loss or damage as a result of the false report. In particular, employees may face disciplinary action, including dismissal, where appropriate.

## **9. Record keeping**

9.1 Personal data gathered during the course of the investigation will be handled in accordance with the Personal Data (Privacy) Ordinance (Cap. 486 of the Laws of Hong Kong). Data that could identify the Reporter will be retained for a period as long as is necessary considered by the Audit Committee or a period as may be specified by any relevant legislation.

Hong Kong, 8 December 2022