



南旋控股有限公司
NAMESON HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1982)

(hereafter the “**Company**”)

WHISTLE-BLOWING POLICY AND PROCEDURES

**(Approved by the board (the “Board”) of directors (the “Directors”)
on 24 March 2023, and effective on 31 March 2023)**

ABSTRACT

1. PURPOSE OF THIS POLICY

- 1.1 The Company is committed to high probity standards and ethical business practices, and encourages the reporting of concerns and actual or suspected misconduct or malpractice by any staff and/or external parties in any matter related to the Company and its subsidiaries (collectively, the “**Group**”).
- 1.2 The Group believes that an effective whistleblowing system will help the Group to detect and deter misconduct or malpractice.

2. SCOPE OF THIS POLICY

This policy covers the whole Group and applies to all places where the Group’s operates.

3. PERSONNEL TO WHICH THIS POLICY APPLIES

- (i) All relevant persons of the Group (being employees (including seconded employees), the management and the directors of the Group, and those acting in an agency or fiduciary capacity on behalf of the Group (such as agents, consultants and contractors)).
- (ii) those who deal with the Group (including customers or suppliers); and
- (iii) other stakeholders (including business partners) that may be affected by the relevant person’s misconduct can file a complaint/report regarding the relevant person as well as issues on the Company’s management (including possible improprieties in any matter related to the Group) to the audit committee of the Board (the “**Audit Committee**”) in private, anonymity and confidence.

4. THE DEPARTMENT RESPONSIBLE FOR THIS POLICY AND ITS DUTIES

- 4.1 The Audit Committee: responsible for overseeing the internal control system of the Company on an ongoing basis.
- 4.2 The Internal Audit Department (“**Internal Audit Department**”) is responsible for the following:
- accepting reporting materials;
 - analysing and investigating reporting materials;
 - putting forward its opinion based on the investigation results; and
 - following up the results.

5. REPORTING CONTENT

- 5.1 The reporting content includes (without limitation) the following:
- employee violations of the code of conduct, policies or internal controls;
 - management override;
 - fraud (see article 5.2 for details);
 - discrimination or harassment; and
 - misconduct or unethical behaviors that may damage the Group’s standing.
- 5.2 Fraud refer to (without limitation) the following:
- accepting, soliciting or asking for kickbacks, gifts, and cash gifts without the approval of the Group;
 - accepting or offering bribes or taking advantages;
 - fraud, such as purchasing materials, equipment, and services at high prices;
 - fraud, such as disposing assets, commodities, and technologies at low prices;
 - transferring transactions that would normally benefit the Group to others;

- illegal use of the Group’s assets, embezzlement, misappropriation, or theft of the Group’s assets;
- causing the Group to make payments or assume debts for false transactions;
- concealing, misreporting material matters, covering up and condoning illegal and irregular activities deliberately;
- disclosing commercial or technical secrets of the Group;
- negligence of duties and abuse of power by directors, general managers and other senior management;
- other fraud that damages the economic interests of the Company and shareholders;
- other fraud to seek improper economic benefits of the Group; and
- other reports that are within the scope of acceptance by the Internal Audit Department as determined by the chairman of the Board.

6. REPORTING CHANNELS

- 6.1 Reports can be made to the following unit in the form of email, mail or face-to-face, etc. When reporting, the particulars of the case shall be set out, and the basic information, including the name of the whistle-blower, the unit or department he/she belongs to, etc., shall be clarified.

Internal Audit Department

Email: compliance@nameson.com.hk

Mail: Nameson Holdings Limited — Internal Audit Department
 Units A–C, 21/F, Block 1, Tai Ping Industrial Centre, 57 Ting Kok Road,
 Tai Po, New Territories, Hong Kong

- 6.2 If any member of the Internal Audit Department is being complained/reported, it shall be reported to the chairman of the Audit Committee by the same email and mail as above, and the relevant member of the Internal Audit Department of the complaint/report concerned shall not participate in the relevant investigation.

7. HANDLING REPORTED MATTERS

- 7.1 The Group stipulates that all reported matters and corresponding follow-up actions must be recorded to ensure accountability and rules and regulations are in place.
- 7.2 After receiving the report, the basic information of the whistle-blower and the reported person shall be recorded. For those that do not fall within the reporting scope, the Group shall explain to the whistle-blower in relation to the reason of the unacceptance.
- 7.3 After the Internal Audit Department accepts the report, it shall conduct a preliminary analysis subject to the approval of the chairman of the Audit Committee based on the relevant analysis. After the completion of the investigation, the Internal Audit Department shall prepare an investigation report and put forward its opinion. After the review by the Audit Committee, the opinion shall be reported to the Board for approval and released to appropriate members and personnel.
- 7.4 The Group requires that internal investigation shall not jeopardise any future investigations conducted by law enforcement authorities (including taking measures to ensure that the suspected criminal offenses reported or disclosed during the internal investigation process are properly dealt with). Reports shall be made to the appropriate law enforcement authorities whenever there is a reasonable suspicion that the reported matter involves a criminal offence.

8. PROHIBITION OF RETALIATION

- 8.1 The Company reiterates its commitment to deal with reported matters in a confidential, anonymous, timely and non-discriminatory manner.
- 8.2 If there is retaliation against the whistle-blower and his/her relatives, imaginary whistle-blowers, relevant witnesses, and those who assisted in handling the case is found to be true after investigation, the following measures shall be taken according to the severity of the circumstances:
 - 8.2.1 Any employee of the Company who abuses his/her power, falsely seeks public benefits, and retaliates against the whistle-blower and his/her relatives, imaginary whistle-blowers, relevant witnesses, and those who assisted in handling the case which does not constitute a crime shall be transferred to the competent department of the Company.
 - 8.2.2 Retaliation against the whistle-blower and his/her relatives, imaginary whistle-blowers, relevant witnesses, and those who assisted in handling the case which may constitute a crime shall be punished in accordance with the relevant system of the Company, and transferred to the judiciary in accordance with law.

9. CONSEQUENCES OF FALSE REPORTING

The whistle-blower shall exercise caution when making reports to ensure the accuracy of the information. The whistle-blower shall provide sufficient relevant information about the case to ensure effective investigation. Failure to provide clear and sufficient information about the report may delay or hinder the investigation of the case. If the whistle-blower intentionally or irresponsibly makes false reports or false or malicious accusations with ulterior motives or for personal gain, those who deliberately fabricate facts, forge evidence, falsely accuse and frame others by reporting, or create troubles by reporting, interfere with the normal operation of the Internal Audit Department shall be dealt with severely in accordance with the relevant regulations of the Company. If such false reporting constitutes a possible crime, the Internal Audit Department shall report to the chairman of the Board for approval, and shall be punished according to the Company's relevant system, and shall be transferred to the judiciary in accordance with law.

10. REGULAR REVIEW

The Board shall timely review the Whistle-blowing Policy and Procedures and other relevant internal policies applicable to the Group to fully and accurately implement the core value of integrity of the Company, ensure its effectiveness, and make any amendments as and when appropriate.

This Policy is drawn up in Chinese. In the event of inconsistency, the Chinese version prevails.