



# **Tianli Holdings Group Limited**

*(incorporated in the Cayman Islands with limited liability)*

## **Whistleblowing Policy**

Approved and adopted on 31 March 2022

## 1. Introduction

- 1.1 Tianli Holding Group Limited (the “**Company**”) and its subsidiaries (herein referred to as the “**Group**”) is committed to maintaining good corporate governance, emphasizing accountability and high degree of transparency which enable stakeholders to have trust and faith in the Group.
- 1.2 The Whistleblowing Policy (the “**Policy**”) encourages employee(s) of the Group (the “**Employee(s)**”) or third parties (e.g. customers, suppliers, etc., who deal with the Company) (“**Third Parties**”) to raise concerns about suspected fraud, misconduct, malpractice or irregularity on any matters related to the Group.

## 2. Purpose

- 2.1. To encourage and assist any Employee(s) or Third Parties to raise the concerns and disclose related information confidentially.
- 2.2. To provide reporting channels and guidance on whistleblowing to Employees or Third Parties to raise the concerns rather than neglecting it.
- 2.3. To reveal suspected fraud, malpractice or misconduct before these activities cause disruption or loss to the Group.

## 3. Reportable Concern

- 3.1. Activities that constitute malpractice or misconduct may include, but not limited to the following:
  - (a) Criminal offense or miscarriage of justice
  - (b) Non-compliance with laws and regulations
  - (c) Impropriety or fraud relating to accounting, financial reporting, internal controls and auditing matters
  - (d) Misuse or misappropriation of the Group’s assets or resources
  - (e) Any action which endangers the health and safety of Employees or other stakeholders
  - (f) Violation of the policies or guidelines of the Group
  - (g) Improper use or leakage of confidential or commercially sensitive information

(h) Deliberate concealment of any of the above

3.2. Whistleblower is not required to make absolute proof of the concerns reported. The concerns would be appreciated if it is reported in good faith; even it is not confirmed by an investigation.

#### **4. Protection for Whistleblower**

4.1. Persons reporting the concerns in good faith are assured of fair treatment. The Group will make every effort to protect the Employee(s) against unfair dismissal, victimization or unwarranted disciplinary action, even if the concerns turn out to be unsubstantiated. Good faith means that the reporting person has held a reasonable belief that the concerns made is true and honest but not made for personal interest or any ulterior motive.

4.2. Management must ensure that Whistleblowers feel easeful to raise concerns without fear of reprisals. Any kinds of retaliation against a Whistleblower will be considered as misdemeanors.

4.3. However, if a Whistleblower makes a false report maliciously, with an ulterior motive, or for personal advantage, the Group reserves the right to take appropriate actions against anyone (Employees or third parties) to recover any loss or damage as a result of the false report.

#### **5. Confidentiality**

5.1. The Group will make every effort to treat all disclosures in a confidential and sensitive manner after a whistleblower reports a concern about any of the above matters. The identity of the whistleblower will be treated with appropriate regard for confidentiality.

5.2. Likewise, the Whistleblower should keep strictly confidential about the details of a reported concern, such as its nature, related persons, etc.

5.3. There may be circumstances in which, because of the nature of the investigation, it is necessary to disclose the whistleblower's identity. If such circumstances exist, the Group shall endeavor to inform the whistleblower in advance that his/her identity may become apparent or need to be disclosed.

5.4. If there is evidence of criminal activity, activity of 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 Securities and Futures Commission or other bodies as appropriate.

## 6. Reporting Channel

6.1. Any Employee(s) or Third Parties who wish to report a concern should inform the Audit Committee of the Company (the “**Audit Committee**”) by sending the Whistleblowing Report Form (the “**Form**”) as attached in Appendix I, by the following ways:

(a) Email: AuditCommittee@tlhg.com.hk

(This email can only be assessed by the Audit Committee)

(b) Mail:

Audit Committee

Tianli Holdings Group Limited

Suites 2711-12, 27/F

The Center

99 Queen’s Road Central, Hong Kong

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

6.3. Whistleblower is required to put his/her name and contact method to the allegation whenever possible. Otherwise, it will be much difficult to protect the whistleblower’s position or to provide feedback effectively.

## 7. Investigation

7.1. 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:

- (a) be investigated internally;
- (b) be referred to the Hong Kong Police Force;
- (c) be referred to the External Auditor; and/or
- (d) form the subject of an independent inquiry.

- 7.2. The Audit Committee or the person designated to investigate the complaint will write to the complainant wherever reasonably practicable of the concern being received:
- (a) acknowledging that the concern has been received;
  - (b) advising whether or not the matter is to be investigated further and if so what the nature of the investigation will be; and
  - (c) giving an estimate of how long the investigation will take to provide a final response; telling the complainant whether any initial enquiries have been made, and whether further investigations will take place, and if not, why not.

## **8. Dispute Resolution Mechanism**

- 8.1. If the whistleblower is not satisfied with the response received and any subsequent action taken, he/she should put their concerns in writing to the Chairman of the Board who will arrange any further investigation as he thinks appropriate. A written response will be sent to the whistleblower afterwards.

## **9. Compliant of retaliation**

- 9.1. Upon receipt of a complaint of retaliation, the Audit Committee shall initiate an investigation and as appropriate provide interim relief to the whistleblower, and take appropriate interim remedial action to address the underlying circumstances, and shall make appropriate recommendation to the Chairman of the Board.
- 9.2. The interim relief and actions to protect the rights of the whistleblower shall be separate processes from the investigation of the related underlying issues.

## **10. Record Retention**

- 10.1. All concerns that are reported will be kept in a corporate register even there is no case opened for that report.
- 10.2. In the event a reported case leads to an investigation, the party responsible for leading/conducting the investigation shall ensure that all relevant information relating to the case is retained, including details of corrective action taken, for a period as long as is necessary considered by the Audit Committee or a period may be specified by any relevant legislation.

## **11. Approval and Review of the Policy**

11.1. The Audit Committee is responsible for monitoring and regular review of the Policy. Any amendment of the Policy shall be reviewed by the Audit Committee and subsequently approved by the Board.

