

## WHISTLEBLOWING POLICY

### 1. Objective

1.1 Paliburg Holdings Limited (the “**Company**”) is committed to achieving and maintaining a high standard of integrity, openness, probity and accountability. In line with this commitment, the Company expects and encourages its employees and those who deal with the Company and its subsidiaries (collectively, the “**Group**”) to report to the Company any suspected impropriety, misconduct or malpractice within the Group.

This Whistleblowing Policy (the “**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 or victimization for any genuine reports made under the Policy.

### 2. Scope

2.1 The Policy applies to all employees of the Group as well as third parties who deal with the Group.

2.2 Activities that constitute impropriety, misconduct or malpractice may include but not be limited to the following:

- (a) corruption or other criminal offences;
- (b) breach of legal and regulatory requirements;
- (c) malpractice, impropriety or fraud relating to accounting, financial reporting, internal control or other financial matters of the Group;
- (d) breach of rules, policies or internal controls of the Group;
- (e) endangerment of the health and safety of an individual;
- (f) discrimination or harassment;
- (g) professional, ethical or other malpractices or wrongdoings;
- (h) improper conduct or unethical behavior likely to prejudice the standing of the Group; and
- (i) deliberate concealment of any of the above.

### 3. Protection

- 3.1 In making a report, the reporting person or entity (the “**Reporter**”) should exercise due care to ensure the accuracy of the information.
- 3.2 The Reporter making an appropriate report under the Policy is assured of protection against unfair dismissal, victimisation or unwarranted disciplinary action, even if the report is subsequently proved to be incorrect or unsubstantiated, provided that the report is made in good faith.

### 4. Confidentiality

- 4.1 Each report will be treated as strictly confidential. The identity of the Reporter will not be divulged save with such Reporter’s consent or where:
- (a) in the opinion of the Audit Committee of the Company (the “**Audit Committee**”), it is material to the investigation or in the interest of the Company, relevant subsidiary of the Group or the Group as a whole to disclose the identity;
  - (b) the report is frivolous or is lodged in bad faith with malicious or mischievous intent or in abuse of the Policy;
  - (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 the Securities and Futures Commission (the “**SFC**”), or by the order or directive of any court having jurisdiction over the Company or relevant subsidiary of the Group; or
  - (d) the report and the identity of the Reporter are already public knowledge.

### 5. Procedures

#### 5.1 Making a Report

- (a) Every Report shall be made in person or in writing, (i) by email to [whistleblowing@paliburg.com.hk](mailto:whistleblowing@paliburg.com.hk) or (ii) by post, to the Chief Operating Officer, Paliburg Holdings Limited, 11th Floor, 68 Yee Wo Street, Causeway Bay, Hong Kong, who shall report to the Chairman of the Audit Committee. The Chairman of the Audit Committee shall then determine the course of action to pursue, with power to delegate, with respect to the report;
- (b) All written reports by post shall be sent in a sealed envelope clearly marked “Strictly Private and Confidential – To be Opened by Addressee” to ensure confidentiality;

- (c) If the Chief Operating Officer is being complained against, the report should be made by post addressed to the Chairman of the Audit Committee at the same address;
- (d) Each Reporter is required to provide details of improprieties (including relevant incident(s), behaviour, activities, name(s), date(s), place(s) and any other relevant information) in the report; and
- (e) Details of the Reporter (including name, department/business unit, 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.

## 5.2 Investigation Procedures

The format and length of an investigation will vary depending on the nature and particular circumstances of each report made. Where appropriate, the reports raised may:

- (a) be investigated internally by the Audit Committee or if delegated by the Audit Committee, the Chief Operating Officer, the Executive Directors, the Company Secretary, the Internal Auditor, the human resources department or other departments of the Group;
- (b) be referred to the external auditors if so instructed by the Audit Committee;
- (c) be referred to the relevant public or regulatory bodies as decided/instructed by the Audit Committee; and/or
- (d) form the subject of any other actions as the Audit Committee may determine in the best interests of the Group.

The Chief Operating Officer, the Executive Directors or the Chairman of the Audit Committee, where warranted, will respond to the Reporter (if contactable) as soon as practicable upon receipt of the report:

- (a) acknowledging receipt of the report;
- (b) advising the Reporter as to whether or not the matter will be investigated further and, as appropriate, the actions taken or being taken or the reasons for no investigation being made;
- (c) where practicable, giving an estimate of the timeline for the investigation and final response; and
- (d) indicating if any remedial or legal action is or is to be taken.

## **6. Consistency with Laws and Regulations**

- 6.1 The Policy shall be read in conjunction with and subject to any relevant laws, regulations, rules, directives or guidelines that the Stock Exchange, the SFC or any other regulatory bodies may from time to time prescribe or issue on the matters governed by the Policy.
- 6.2 In the event that any provisions or procedures herein are inconsistent or in conflict with any relevant laws, regulations, rules, directives or guidelines as prescribed by the Stock Exchange, the SFC or any other regulatory bodies or any part thereof, the latter shall prevail to the extent of such inconsistency or conflict.

## **7. Maintaining the Policy**

- 7.1 The Audit Committee shall supervise the enforcement of the Policy and is responsible for the interpretation and review of all the procedures set out herein.

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