

## **Whistleblowing Policy (the “Policy”)**

### **1. Policy Statement**

- 1.1 Greater China Financial Holdings Limited (the “Company”) and its subsidiaries (collectively, the “Group”) are committed to achieving and maintaining the highest standards of openness, probity, accountability and ethical business practice. Hence this Policy applies to directors and employees at all levels of the Group and those who deal with the Group (including but not limited to customers, suppliers and other stakeholders) (collectively, the “Whistleblower(s)”) to report any concerns and actual or suspected misconduct or malpractice within the Group which they have become aware of or genuinely suspect that such matters have occurred or may occur.

### **2. Scope**

- 2.1 The Policy cover all whistleblowing matters and any integrity or operational concerns which may include, but not limited to:

- breach of legal or regulatory requirements;
- criminal offences, breach of civil law and miscarriages of justice;
- malpractice, impropriety or fraud relating to internal controls, accounting, auditing and financial matters;
- endangerment of the health and safety of an individual;
- damage caused to the environment;
- violation of the rules of conducts applicable within the Group;
- bribery or corruption;
- improper conduct or unethical behavior likely to prejudice the standing of the Company;
- and
- deliberate concealment of any of the above.

- 2.2 If an employee or Whistleblower genuinely believe 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, or if the employee concerned considers the breach is related to his/her line management, he/she is encouraged to initiate action through this Policy.

### **3. Protection and Confidentiality**

- 3.1 All concerns received will be handled in a timely, fair, confidential and sensitive manner. Confidentiality of the Whistleblower will be maintained unless his/her identity has to be disclosed to conduct a thorough investigation in compliance with relevant laws and regulations and to provide accused individuals with their legal rights to defend.
- 3.2 In order not to jeopardize the investigation, the Whistleblower must not disclose any information regarding whistleblowing matters to any third parties, including but not limited to family members, friends, colleagues and customers, etc, except in the circumstances where disclosure to a law enforcement agency and/or regulator is required by laws.

### **4. Protection Against Retaliation and False Reports**

- 4.1 There shall be no toleration on any harassment, threats or acts of retaliation or any type of discrimination or other adverse employment action against any employee or Whistleblower who made a complaint or cooperated or assisted with an investigation in good faith.
- 4.2 Any attempts to harm or slander another through false accusations, malicious rumours, or other bad faith actions may result in disciplinary or other action up to and including termination of employment.

### **5. Procedure**

- 5.1 The Whistleblower should report the allegations or concerns to the audit committee of the Company (the "AC") in writing by post and address to the Chairman of the AC at the Company's principal place of business in Hong Kong, in a sealed envelope clearly marked "Strictly Private and Confidential – To be Opened by Addressee" to ensure confidentiality. In the report, sufficient case specific information and, where possible, supporting evidence, should be provided. All reports received will be centrally recorded by the AC at the Company's principal place of business in Hong Kong.
- 5.2 If any other directors or the chief executive receive a report of fraud, corruption and misconduct, he/she should refer it to the AC to advise action to be taken and if the Chairman of the AC disagrees with the proposed action to be taken, the matter will then be taken over by the AC.
- 5.3 Whistleblowers are encouraged to put their name to any disclosures they make. Anonymous complaints will raise difficulties for the Company in making proper assessment as the Company will not be able to follow up with the Whistleblowers to obtain further information. The Company will hold it a serious disciplinary offence for any person who attempts to prevent reports on malpractice concern reaching the chief executive, the Chairman of the Board or the Chairman of the AC, or to impede any investigation which he/she or anyone on his/her behalf may make.

## **6. Investigation**

- 6.1 Upon receipt of a whistleblowing report, the AC will evaluate the validity and relevance of the concerns raised, and to decide if a full investigation is necessary. If an investigation is warranted, an investigation team will be appointed by the AC to look into the reported matter.
- 6.2 The format and length of an investigation will vary depending upon the nature and particular circumstances of each report made. The matters raised may:
- be investigated internally;
  - be referred to the Police or relevant enforcement authority;
  - be referred to the external auditor of the Company; and/or
  - form the subject of an independent inquiry.
- 6.3 The result of the investigation, together with corrective action plans, will be documented and provided to the AC and where appropriate, the Board. The result of investigation may be communicated to the Whistleblower where deemed appropriate by the AC.
- 6.4 Relevant persons who are found to have breached the Group's business code of conduct will be subject to disciplinary actions, which may include termination of employment.
- 6.5 An investigation should not jeopardize any future investigation by a law enforcement agency. In cases of reasonable suspicion 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 police, the Independent Commission Against Corruption, the Security and Futures Commission or other law enforcement agency bodies as appropriate.

## **7. Dispute Resolution Mechanism**

- 7.1 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/she thinks appropriate. A written response will be sent to the Whistleblower afterwards.

## **8. Review of the Policy**

- 8.1 The AC is responsible for the day-to-day implementation and oversight of this Policy, reviewing and investigation of reports, monitoring and conducting review of this Policy annually to ensure its relevance and effectiveness. Any subsequent amendment of this Policy shall be reviewed by the AC and approved by the Board.
- 8.2 This Policy (as may be amended from time to time) is available on the website of the Company.