



**WINOX**

**WINOX HOLDINGS LIMITED**

**盈利時控股有限公司**

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

(Stock Code: 6838)

(the “Company”)

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## **WHISTLEBLOWING POLICY**

*(Adopted by the Board of Directors on 30 March 2012)*

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### **INTRODUCTION**

1. This Policy addresses the commitment of Winox Holdings Limited (the “Company”, together with its subsidiaries refers to as the “Group”) to preserve integrity and ethical behavior in the Company by fostering and maintaining an environment where employees can act appropriately, without fear of retaliation. In line with that commitment the Company expects and encourages its employees who have concerns about any suspected serious misconduct or any breach or suspected breach of laws or regulations or malpractice that may adversely impact the Company to come forward and express their concerns without fear of punishment or unfair treatment.
2. The Company conducts business based on the principles of fairness, honesty, openness, decency, integrity and respect. It is the Company’s policy to support and encourage its employees to report and disclose improper or illegal activities, and to fully investigate such reports and disclosures. It is also the Company’s policy to address any complaints that alleged acts or attempted acts of interference, reprisal, retaliation, threats, coercion or intimidation against the employees who report, disclose or investigate improper or illegal activities (the “Whistleblowers”) and to protect those who come forward to report such activities.
3. While the Company could not guarantee that it will handle the report in the way employees might wish, the Company assures that all reports will be treated strictly confidential and promptly investigated and that reports can be made anonymously, if desired. The Company shall endeavour to respond to employees’ concerns fairly and properly.

## **OBJECTIVES**

4. The intended objectives of this Policy are:
  - (a) To provide avenues for employees to raise concerns and define a way to handle these concerns;
  - (b) To enable Management to be informed at an early state about acts of misconduct;
  - (c) To reassure employees that they will be protected from punishment or unfair treatment for disclosing concerns in good faith in accordance with this procedure;
  - (d) To help develop a culture of openness, accountability and integrity.

## **SCOPE**

5. This Policy applies to employees at all levels and divisions within the Group. It does not apply to independent contractors such as self-employed workers who run a profession or business on their own account.
6. This Policy governs the reporting and investigation of improper or illegal activities of the Group, as well as offering protection to the Whistleblowers. This Policy does not apply to or change the Company's policies and procedures for individual employee grievances or complaints relating to job performance, terms and conditions of employment, which will continue to be administered and reviewed by the Group's human resources department.

## **PROTECTION AND SUPPORT FOR WHISTLEBLOWERS**

7. Persons making appropriate complaints under this policy are assured of protection against unfair dismissal, victimisation or unwarranted disciplinary action, even if the concerns turn out to be unsubstantiated. Persons who victimise or retaliate against those who have raised concerns under this policy will be subject to disciplinary actions.

## **RESPONSIBILITY FOR IMPLEMENTATION OF POLICY**

8. The Board's Audit Committee has overall responsibility for this policy, but has delegated day-to-day responsibility for overseeing and implementing the policy to the Internal Audit Manager. Responsibilities for monitoring and reviewing the operation of the policy, and making any recommendations for action resulting from investigation into complaints lie with the Audit Committee.

9. Management must ensure that all employees feel able to raise concerns without fear of reprisals. All employees should ensure that they take steps to disclose any misconduct or malpractice of which they become aware of. If any employees have any questions about the contents or application of this policy, they should contact the Internal Audit Manager.

#### **MISCONDUCT AND MALPRACTICE**

10. Example of misconduct and malpractice include, but not limited to the followings:
  - (a) criminal offence;
  - (b) failure to comply with any legal obligations;
  - (c) miscarriage of justice;
  - (d) financial impropriety;
  - (e) action which endangers the health and safety of any individual;
  - (f) action which causes damage to the environment;
  - (g) violation of the Group' policies;
  - (h) unethical behavior or practices; and
  - (i) deliberate concealment of information concerning any of the matters listed above.

#### **REPORT IN GOOD FAITH**

11. While the Company does not expect employees to have absolute proof of the misconduct or malpractice reported, the report should show the reasons for the concerns. If employees make a report in good faith then, even if it is not confirmed by an investigation, employees' concerns would be valued and appreciated.
12. Good faith is evident when the report is made without malice or consideration of personal benefit and the employee has a reasonable basis to believe that the report is true; provided, however, a report does not have to be proven to be true to be made in good faith. Good faith is lacking when the disclosure is known to be malicious or false.
13. If employees make a false report maliciously, with an ulterior motive, without reasonable grounds that the information in the report is accurate or reliable, or for personal gain, employees may face disciplinary action, including the possibility of dismissal.

#### **MAKING A REPORT**

14. Any employee may report allegations of suspected serious misconduct or any breach or suspected breach of law or regulation that may adversely impact the Group, the Group's

customers, shareholders, employees, investors or the public at large.

15. Employee can make a report verbally or in writing in the standard report form attached to this policy (Annex I). However, all reports are encouraged to be made in writing, so as to assure a clear understanding of the issues raised. Written report may be deposited in the mail box set up in the Company's factory or posted to the contact person (addresses are listed in Annex II).
16. The Company would normally expect employees to raise their concerns in the following sequence:
  - (a) Report the issue internally to the Head of Operations of the Group.
  - (b) If employees feel uncomfortable to report to the Head of Operations, for example, the Head of Operations has declined to handle the cases or it is the Head of Operation who is the subject of the report, then employee should contact the Internal Audit Manager directly.
  - (c) If the report is extremely serious or in any way involves the Internal Audit Manager, employees should report the cases directly to the Chairman of the Company.
  - (d) In case employees feel uncomfortable reporting the cases internally, employees could report the cases directly to the Chairman of the Board's Audit Committee.

Contacts of the above person are set out in Annex II.

17. In the report, employees should provide full details and, where possible, supporting evidence. Whistleblower is recommended to self-identify, though it is not a requirement of this Policy. The Whistleblower is not expected to prove the truth of an allegation, but he needs to demonstrate to the person contacted that there are sufficient grounds for concern.
18. In case of reports sent through email, it is recommended to make the subject as "Winox Whistleblower" for ease of identification.

## **CONFIDENTIALITY**

19. The Company will make every effort to keep employees' identities confidential. In order not to jeopardize the investigation, employees should also keep the fact that employees have filed a report, the nature of their concerns and the identity of those involved confidential.
20. There may be circumstances in which, because of the nature of the investigation, it will be necessary to disclose employees' identities. If such circumstances exist, the Company will

endeavour to inform employees that their identities are likely to be disclosed. If it is necessary for employees to participate in an investigation, the fact that it is the employees who made the original disclosure will, so far as is reasonably practicable, be kept confidential. However, it is also possible that employees' role as the whistleblowers could still become apparent to third parties during investigation.

21. Equally, should an investigation lead to a criminal prosecution, it may become necessary for employees to provide evidence or be interviewed by the authorities. In these circumstances, the Company will, once again, endeavour to discuss with employees the implications for confidentiality.
22. Employees should, however, know that in some circumstances, the Company may have to refer the matter to the authorities without prior notice or consultation with employees.

### **ANONYMOUS REPORT**

23. The Company respects that sometimes employees may wish to file the report in confidence. However, an anonymous allegation will be much more difficult for the Company to follow up simply because the Company will not be able to obtain further information from employees and make a proper assessment.
24. The Company generally does not encourage anonymous reporting and encourages employees to come forward with their concerns.

### **INVESTIGATION PROCEDURES**

25. The person who receives a report will notify the sender and acknowledge receipt of the reported violation or suspected violation within five (5) working days confirming that:
  - (a) Employee's report has been received;
  - (b) The matter will be investigated;
  - (c) Subject to legal constraints, the reporting employee will be advised of the outcome in due course.
26. The person who receives the report shall meet/handle or assign someone of appropriate seniority to meet/handle the action/investigation on the reports received from the whistleblowers. In normal case, the person who receives the report shall refer the issue to the Internal Audit Manager who will conduct investigation, if necessary.

27. The Company will evaluate every report received to decide if a full investigation is necessary. If an investigation is warranted, an investigator from the Internal Audit Department will be appointed to look into the matter. The Internal Audit Manager will ensure investigations are carried out using appropriate channels, resources and expertise.
28. The Internal Audit Manager will report to the Chairman of the Audit Committee on a periodic basis about the reports received and actions taken.
29. Where the report discloses a possible criminal offence, the Company will refer the matter to the Audit Committee. The Audit Committee, in consultation with a legal adviser, will decide if the matter should be referred to the authorities for further action.
30. As stated under the section 'Confidentiality', in most cases, the Company will endeavour to discuss with employees before referring a matter to the authorities. However, in some situations, the Company may have to refer the matter to the authorities without prior notice or consultation with employees. Once the matter is referred to the authorities, the Company will not be able to take further action on the matter, including advising employees of the referral.
31. Employees may be asked to provide more information during the course of the investigation.
32. Possible outcomes of the investigation:
  - (a) The allegation could not be substantiated;
  - (b) The allegation is substantiated with one or both of the following:
    - (i) Corrective action should be taken to ensure that the problem will not occur again;
    - (ii) Disciplinary or appropriate action should be against the wrongdoer.
33. A final report, with recommendations for change (if appropriate), will be produced to the Audit Committee. The Audit Committee will review the final report and make recommendations to the Board. The Board of the Company shall have the rights to make any decision based on the recommendation of the Audit Committee.
34. Employees will receive in writing the outcome of the investigation. Because of legal constraints, the Company will not be able to give employees details of the action taken or a copy of the report of the investigation.

35. Subject to the nature and complexity of the matter, the Company expects to complete the investigation and provide employees with the outcome in three (3) months.
36. If employees are not satisfied with the outcome, employees could raise the matter again with the Internal Audit Manager directly. Employees should make another report explaining why this is the case. If there is good reason, the Audit Committee will investigate into their concerns again.
37. Employees could, of course, raise the matter with an external authority such as a regulator or a law enforcement agency. Before reporting their concerns externally, the Company encourages employees to discuss with the Internal Audit Manager. Employees could also consult their legal advisers.

Annexure:

- I Reporting Form
- II Contact List

(Adopted pursuant to the board meeting of the Company held on 30 March 2012)



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盈利時控股有限公司

**WHISTLEBLOWING POLICY**

**REPORTING FORM**

**CONFIDENTIAL**

The Company is committed to the highest possible standards of openness, probity and accountability. In line with that commitment the Company expects employees who have concerns about any suspected misconduct or malpractice within the Company to come forward and voice those concerns.

It is recognised that in most cases the person raising concerns will wish to be dealt with on a confidential basis. All reasonable efforts will therefore be made to avoid revealing the person's identity.

If employees wish to make a written report, please use this report form. Once completed, this report becomes confidential.

<b>A. Employee's Contact Information</b>			
<i>(This section may be left blank if the employee wants to be anonymous)</i>			
Name			
Department			
Contact Tel No.			
Email Address			
<b>B. Suspect's Information <i>(if known)</i></b>			
Name			
Department			
Contact Tel No.			
Email Address			
<b>C. Witness(es) Information <i>(if any)</i></b>			
Name		Name	
Department		Department	
Contact Tel No.		Contact Tel No.	
Email Address		Email Address	



**Details of Concerns**

*(Briefly describe the misconduct/improper activity and how you know about it. Specify what, who, when, where and how. If there is more than one allegation, number each allegation and use additional papers if required.)*

1. What misconduct/improper activity occurred?

2. Who committed the misconduct/improper activity?

3. When did it happen and when did you notice it?

4. Where did it happen?

5. Is there any evidence that you could provide us? *(You should not attempt to obtain evidence for which you do not have a right of access since whistleblowers are “reporting parties” and not “investigators”.)*

6. Are there any other parties involved other than the suspect stated above?

7. Do you have any other details or information which would assist us in the investigation?

8. Any other comments?

Date:

Signature (Optional)



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## **WHISTLEBLOWING POLICY**

### **CONTACT LIST**

#### Chairman of the Company:

Name: Yiu Hon Ming  
Address: 18<sup>th</sup> Floor, Guangdong Investment Tower,  
148 Connaught Road Central  
Hong Kong  
Email: [yiuhonming@mingfunggroup.com](mailto:yiuhonming@mingfunggroup.com)

#### Chairman of Audit Committee:

Name: Wong Lung Tak Patrick  
Address: 1101, 11<sup>th</sup> Floor, China Insurance Group Building  
141 Des Voeux Road Central,  
Hong Kong  
Email: pw@wllk.com.hk

#### Internal Audit Manager

Name: Dennis Leung  
Address: 18<sup>th</sup> Floor, Guangdong Investment Tower,  
148 Connaught Road Central  
Hong Kong  
Tel: 39702811  
Email: dennisleung@winox.com

#### Head of Operation

Name: Wong Wing Yin Wilson  
Address: Room 3, 1/F., Sunray Industrial Centre,  
610 Cha Kwo Ling Road,  
Yau Tong, Kowloon  
Hong Kong  
Tel: 852 27533138  
Email: wilson-wong@winox.com