

**POU SHENG INTERNATIONAL (HOLDINGS)  
LIMITED**

*(Incorporated in Bermuda with limited liability)*

**WHISTLEBLOWING POLICY**

(Adopted on 14 March 2022 and revised on 11 November 2024)

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### **APPENDIX 1 WHISTLEBLOWING REPORT FORM**

# WHISTLEBLOWING POLICY

## 1. BACKGROUND

- 1.1 Pou Sheng International (Holdings) Limited (the “**Company**”) is committed to high probity standards and ethical business practices, and encouraging reporting of concerns and actual or suspected misconduct or malpractice by any employee(s) (the “**Employee(s)**”) and/or external party(ies) (e.g. customers and suppliers) (the “**External Party(ies)**”) in any matter related to the Company. This Whistleblowing Policy (the “**Policy**”) forms an important part of effective risk management and internal control systems. This Policy applies to the Company and all of its subsidiaries (collectively, the “**Group**”).
- 1.2 “Whistleblowing” refers to a situation where an Employee or an External Party (a “**Whistleblower**”) decides to report a serious concern about any suspected fraud, malpractice, misconduct or irregularity (the “**Concern**”).
- 1.3 Whistleblowing serves as a useful way to uncover fraud, malpractice, misconduct, or significant risk within an organization.
- 1.4 To promote ethical standards, management of the associated companies, jointly controlled entities, etc. is encouraged to share this Policy with their employees and related parties according to actual business operations.

## 2. PURPOSE

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

### **3. RESPONSIBILITY**

- 3.1 The Audit Committee of the Company (the “**Audit Committee**”) has the overall responsibility for this Policy, but has delegated the day-to-day responsibility for overseeing and implementing this Policy to the Head of Internal Audit (the “**IA**”). The Audit Committee is responsible for monitoring and reviewing the effectiveness of this Policy and the actions resulting from the investigation.
- 3.2 This Policy has been approved by the Audit Committee. Any amendments or updates to this Policy will be subject to the Audit Committee’s approval.

### **4. REPORTABLE CONCERN**

- 4.1 Activities that constitute malpractice or misconduct may include, but not limited to the following:
- (1) Criminal offense or miscarriage of justice
  - (2) Non-compliance with laws and regulations
  - (3) Impropriety or fraud relating to accounting, financial reporting, internal controls and auditing matters
  - (4) Misuse or misappropriation of the Group’s assets or resources
  - (5) Any action which endangers the health and safety of Employees or other stakeholders
  - (6) Violation of the policies or guidelines of the Group
  - (7) Improper conduct or unethical behavior
  - (8) Bribery or corruption
  - (9) Improper use or leakage of confidential or commercially sensitive information
  - (10) Deliberate concealment of any of the above
- 4.2 Whistleblower is not expected to have absolute proof of the malpractice or misconduct reported but should report full details of the Concern.
- 4.3 Whistleblower should exercise due care to ensure, as far as reasonably possible, the accuracy of the information being reported.

## **5. PROTECTION FOR WHISTLEBLOWER**

- 5.1 Whistleblowers reporting the Concern in good faith are assured of fair treatment. The Group will make every effort to protect the Employee against unfair dismissal, victimization or unwarranted disciplinary action, even if the Concern turn out to be unsubstantiated. “Good faith” means that the Whistleblower has held a honest and reasonable belief that the Concern made is true but not made for personal interest or any ulterior motive.
- 5.2 Management must ensure that Whistleblowers feel easeful to raise Concern without fear of reprisals. Any kinds of retaliation against a Whistleblower will be considered as misdemeanors.
- 5.3 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 External Parties) to recover any loss or damage as a result of the false report.

## **6. CONFIDENTIALITY**

- 6.1 The Group will make every effort to keep Whistleblower’s identity and the reported Concern strictly confidential.
- 6.2 Likewise, the Whistleblower should keep strictly confidential about the details of a reported Concern, such as its nature and related persons.
- 6.3 Under certain circumstances where the Whistleblower’s identity has to be revealed according to laws and regulations, the Group will endeavour to take reasonable steps to protect the Whistleblower from detriment.
- 6.4 Whistleblowers are encouraged to come forward and report as much specific information as possible for assessment and investigation.

## 7. ANONYMOUS REPORT

The Whistleblower is encouraged to state his/her name, contact number and email address/correspondence address (which will be kept confidential) clearly so as to facilitate the investigation and follow-up action. However, the Group reserves its right to investigate into any anonymous reporting.

## 8. REPORTING CHANNELS AND FORM

Any Employees or External Parties who wish to report a Concern should inform the IA by sending the Whistleblowing Report Form (the “**Form**”) as attached in Appendix 1, with supplementary information and supporting evidence, if any, by one of the following ways:

- (1) Reporting platform in workplace of Lark (also known as Feishu) for the Company (only can be accessed by Employees)
- (2) YYsports app
- (3) Email: [JUBAO@pousheng.com](mailto:JUBAO@pousheng.com)
- (4) Telephone: 86-021-61430510
- (5) Mail with a sealed envelope marked “to be opened by addressee only” at:-

Hong Kong Office  
Head of Internal Audit  
Pou Sheng International (Holdings) Limited  
22nd Floor, C-Bons International Center,  
108 Wai Yip Street, Kwun Tong,  
Kowloon, Hong Kong

Or

Shanghai Office  
Head of Internal Audit  
Pou Sheng International (Holdings) Limited  
C23F, 469 Wusong Road,  
Hongkou District,  
Shanghai, 200080,  
China

## **9. INVESTIGATIONS / HANDLING OF REPORTED CASES**

- 9.1 IA shall be responsible for investigation of whistleblowing cases and may delegate investigating responsibility to any party as stated in 9.3, except where Head of IA or an Employee of IA is an involving party of the Concern.
- 9.2 IA will record all whistleblowing cases to the Whistleblowing Register. All reported cases with valid contacts will be followed up. The Head of IA will evaluate the validity and relevance of the cases received, and assess each reported case to decide if an investigation is required accordingly.
- 9.3 The format and length of an investigation will vary depending upon the nature and particular circumstances of each report made. The Concern may:
- (1) be investigated internally;
  - (2) be referred to the external auditor;
  - (3) be referred to the relevant public bodies or regulatory/law enforcement authorities; and/or
  - (4) form the subject of any other actions as the Audit Committee may determine in the best interest of the Group.
- 9.4 If there is sufficient evidence to suggest that a case of possible criminal offence or corruption exists, the Concern will be reported by the IA to relevant local authorities (for instance, the Independent Commission Against Corruption in Hong Kong and the Public Security Bureau in China).
- 9.5 The Whistleblower will be informed of the final results of the investigation, wherever reasonably practicable.
- 9.6 A report will be produced to the Audit Committee by the IA annually, including the number of complaints received in the preceding year, action taken on the complaints, results of investigations and recommendations for change, if appropriate. The Audit Committee will review the report and make recommendations to the Board.

## **10. REVIEW AND DISCLOSURE OF THIS POLICY**

This Policy was adopted by the Audit Committee on 14 March 2022 and revised on 11 November 2024. This Policy will be reviewed periodically to ensure it remains relevant to the Company's needs and reflects current regulatory requirements. This Policy will be published on the Company's website.

(If there is any inconsistency between the English and Chinese version of this Policy, English version shall prevail.)



**POU SHENG INTERNATIONAL (HOLDINGS) LIMITED**

*(Incorporated in Bermuda with limited liability)*  
(the “Company”)

**WHISTLEBLOWING REPORT FORM  
(STRICTLY CONFIDENTIAL)**

If you wish to report a whistleblowing concern, please fill in this form. All information will be kept in a strictly confidential manner.

**Reporter’s Information\*:**

Name and Title: \_\_\_\_\_

Department and Company Name (if appropriate): \_\_\_\_\_

Tel No.: \_\_\_\_\_ Email: \_\_\_\_\_

Correspondence Address: \_\_\_\_\_

*(\*We encourage you to provide your name with this report. Concerns expressed anonymously are much less powerful but they will be considered as far as practicable.)*

**Details of Concern:**

Please provide full details of your concern: names of the persons involved, dates, places, reasons, etc. and any other supporting evidence. (Continue on separate sheet if necessary)

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Note: Please deliver your form by the following ways according to section 8 of the Whistleblowing Policy:

- (1) Reporting platform in workplace of Lark (also known as Feishu) for the Company (only can be accessed by Employees)
- (2) YYsports app
- (3) Email: [JUBAO@pousheng.com](mailto:JUBAO@pousheng.com)
- (4) Telephone: 86-021-61430510
- (5) Mail with a sealed envelope marked “to be opened by addressee only” at:-

Hong Kong Office  
Head of Internal Audit  
Pou Sheng International (Holdings) Limited  
22nd Floor, C-Bons International Center,  
108 Wai Yip Street, Kwun Tong,  
Kowloon, Hong Kong

Or

Shanghai Office  
Head of Internal Audit  
Pou Sheng International (Holdings) Limited  
C23F, 469 Wusong Road,  
Hongkou District,  
Shanghai, 200080,  
China