



Sa Sa International Holdings Limited (the “Company”)

Whistleblowing Policy

A. INTRODUCTION

This Policy was first established by the Audit Committee and adopted by the board of directors of the Company (“Board”) on 31 March 2007 and last amended by resolutions of the directors passed on 18 June 2020. It sets out a system by which employees can raise concerns, in confidence, with the Audit Committee about possible improprieties in any matter related to the Company and how investigation will be carried out.

The Company is committed to the highest possible standards of openness, probity and accountability. In line with that commitment, the Company expects and encourages its employees who have concerns about any suspected misconduct or malpractice within the Company to come forward and voice those concerns. Employees who make a report under this Policy is referred to as the “Complainant”.

While the Company could not guarantee that the Company will handle the report in the way Complainant might wish, the Company will endeavour to respond to their concerns fairly and properly.

B. SCOPE

This Policy applies to all employees at all levels of the Company and its subsidiaries.

C. PROTECTION AND SUPPORT FOR WHISTLEBLOWERS

Complainants 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.

Employees who victimise or retaliate against those who have raised concerns under this Policy will be subject to disciplinary actions, including the possibility of dismissal.

D. RESPONSIBILITY FOR IMPLEMENTATION OF POLICY

The Audit Committee has overall responsibility for this Policy, but has delegated the day-to-day responsibility for overseeing and implementing it to the Head of Internal Audit and Management Services (“IAMS”). Responsibility for monitoring and reviewing the operation of this Policy and any recommendations for action resulting from investigation into complaints lies with the Audit Committee. The Chairman of the Audit Committee is an independent non-executive director, not connected with the Company, executive directors or senior management within the meaning of Rule 3.13 of the Listing Rules.

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. If any of the employees has any questions about the contents or application of this Policy, they should contact Head of IAMS.

The Company understands the importance of ensuring and maintaining the independence of all the personnel involved in the investigation of any report made by the Complainant. They must declare their interest before the proceedings of investigation start. Should any conflict of interest be found at any stage, the personnel involved must be replaced immediately.

E. MISCONDUCT AND MALPRACTICE

It is impossible to give an exhaustive list of the activities that constitute misconduct or malpractice but, broadly speaking, the Company would expect the employees to report the following:

- (a) criminal offence or illegal act;
- (b) failure to comply with any legal obligations;
- (c) miscarriage of justice;
- (d) impropriety or fraud relating to accounting, financial reporting, auditing, internal controls and other financial matters;
- (e) misappropriation of cash, inventory or any other asset;
- (f) fraudulent request of expense reimbursement;
- (g) collusive activity with trading counterparties, suppliers or competitors, e.g. bribery, illegal gratuities, economic extortion, undisclosed conflicts of interest, abuse of position;
- (h) other financial improprieties;
- (i) unauthorized use or disclosure of commercial information;
- (j) violation of rules and regulations of the Company;
- (k) improper conduct or unethical behaviour;

- (l) action which endangers the health and safety of any individual;
- (m) action which causes damage to the environment; and
- (n) deliberate concealment of information concerning any of the matters listed above.

While the Company does not expect Complainant to have absolute proof of the misconduct or malpractice reported, the report should show the reasons for the concerns. If Complainant makes a report in good faith then, even if it is not confirmed by an investigation, their concerns would be valued and appreciated.

F. FALSE REPORT

If Complainant makes 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, they may face disciplinary action, including the possibility of dismissal.

G. MAKING A REPORT

Complainant should make a report to the Head of IAMS through one of the following means of communication:

- (a) by email: whistleblowing@sasa.com
- (b) by direct hotline: (852) 2975 3828
- (c) in writing: the written report must be signed by Complainant personally, sealed in an envelope clearly marked "Strictly Private and Confidential", addressed and sent to:

***Head of Internal Audit and Management Services Department
c/o Letter Box No. 8F/8,
Block B, MP Industrial Centre,
18 Ka Yip Street,
Chai Wan, Hong Kong***

Complainant may also address the written report directly to the ***Chairman of the Audit Committee of the Company.***

In the report, Complainant should provide full details, including, but not limited to, the following:

- (a) Complainant's name and contact details, including telephone number, email address and address; and
- (b) details of concerns: names of persons involved in the incident, dates and places and the reasons for the report, and, where possible, supporting evidence.

If the report is in any way connected with the Audit Committee itself or Head of IAMS, Complainant should report it directly to Chairman of the Company.

In case Complainant feels uncomfortable reporting it internally, they could immediately report to an external authority as detailed in item no. 14 of section J below.

H. CONFIDENTIALITY

The Company will make every effort to keep Complainant's identity confidential. In order not to jeopardise the investigation, Complainant should also keep the fact that they have filed a report, the nature of their concerns and the identity of those involved confidential.

There may be circumstances in which, because of the nature of the investigation, it will be necessary to disclose Complainant's identity. If such circumstances exist, the Company will endeavour to inform them that their identity is likely to be disclosed. If it is necessary for Complainant to participate in an investigation, the fact that they made the original disclosure will, so far as is reasonably practicable, be kept confidential. However, it is also possible that their role as the whistleblower could still become apparent to third parties during investigation.

Equally, should an investigation lead to a criminal prosecution, it may become necessary for Complainant to provide evidence or be interviewed by the authorities. In these circumstances, the Company will, once again, endeavour to discuss with Complainant the implications for confidentiality.

Complainant should, however, know that in some circumstances, the Company may have to refer the matter to the authorities without prior notice or consultation with them.

I. ANONYMOUS REPORT

The Company respects that sometimes Complainant 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 Complainant and make a proper assessment.

The Company generally does not encourage anonymous reporting and encourage Complainant to come forward with their concerns.

J. INVESTIGATION PROCEDURES

1. The Company will acknowledge receipt of Complainant's report within three working days confirming that:

- (a) the report has been received;
 - (b) the matter will be considered; and
 - (c) subject to legal constraint, Complainant will be advised of the outcome in due course.
2. Head of IAMS will be appointed to manage the report, except where Head of IAMS or an employee of IAMS is involved in the report.
3. The Company will evaluate every report received to decide if a full investigation is necessary. If an investigation is warranted, an investigator (with suitable seniority and without previous involvement in the matter) from IAMS will be appointed to look into the matter, except where an employee of IAMS is involved in the report.
4. Where the report discloses a possible criminal offence, the Company will refer the matter to the Audit Committee. The Audit Committee, in consultation with the Company's General Counsel or external legal advisers, will decide if the matter should be referred to the authorities for further action.
5. As stated under the section H: 'Confidentiality', in most cases, the Company will endeavour to discuss with Complainant 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 Complainant.
6. Once the matter is referred to the authorities, the Company will not be able to take further action on the matter, including advising Complainant of the referral.
7. Complainant may be asked to provide more information during the course of the investigation.
8. The investigation report will be reviewed by a committee comprising senior officers such as Company Secretary, Head of IAMS, Vice President of Human Resources or anyone as appointed by the Audit Committee. However, this committee should not comprise anyone who is involved in the Complainant's report.
9. Possible outcomes of the investigation:
 - (a) the allegation could not be substantiated; and
 - (b) the allegation is substantiated with one or both of the following:
 - (i) corrective action taken to ensure that the problem will not occur again; and
 - (ii) disciplinary or appropriate action against the wrongdoer.
10. 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.

11. Complainant will receive in writing the outcome of the investigation. Because of legal constraints, the Company may not be able to give Complainant details of the action taken or a copy of the report.
12. Subject to the nature and complexity of the matter, the Company expects to complete the investigation and provide Complainant with the outcome in one month.
13. If Complainant is not satisfied with the outcome, they could raise the matter again with Head of IAMS. Complainant should make another report explaining why this is the case. If there is good reason, the Company will investigate into their concerns again.
14. At this stage, Complainant could, of course, raise the matter with an external authority such as a regulator or a law enforcement agency. However, they should ensure that they have sufficient evidence to support their concerns. Before reporting their concerns externally, the Company encourages Complainant to discuss with Head of IAMS.
15. Complainant could also consult their own legal advisers.

K. MONITORING THIS POLICY

IAMS should keep a log of all complaints received including date of receipt of the complaints, a summary of the investigation, outcome, recommendations for change and action taken.

IAMS should review twice a year all complaints received and report to the Audit Committee if there is any pattern of improprieties or alleged improprieties that need to be addressed and dealt with.

The use and effectiveness of this Policy will be monitored and reviewed regularly by Head of IAMS. Any change to this Policy should be submitted to the Board through the Audit Committee for approval.