



潼關黃金集團有限公司 Tongguan Gold Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 00340)

TONGGUAN GOLD GROUP LIMITED

WHISTLEBLOWING POLICY

1. Scope and Purpose

- 1.1 Tongguan Gold Group Limited (the “Company”) is committed to achieving and maintaining high standards of openness, probity, accountability and ethical business practices. All directors, employees and related third parties are expected to conduct themselves with integrity, impartiality and honesty.
- 1.2 This Policy applies to the Company and all of its subsidiaries (collectively, the “Group”) as well as relevant third parties (e.g. customers, suppliers, etc., who deal with the Group).
- 1.3 Whistleblowing refers to a situation where an employee or a relevant third party decides to report a concern about any suspected or actual fraud, breach, malpractice, misconduct or irregularity (the “Concern”).
- 1.4 The whistleblowing mechanism serves as a useful way to uncover the Concern and/or significant risk within an organization, thus forming an important part of effective risk management and internal control systems.
- 1.5 The purpose of this Policy is:
 - (a) to encourage and assist any employee(s) of the Group (the “Employee(s)”) or relevant third parties (e.g. customers, suppliers, etc.)(the “Third Parties”)(the “Whistleblower”) to raise the Concern and disclose related information confidentially;
 - (b) to provide reporting channels and guidance on whistleblowing to the Employees or the Third Parties to raise the Concern rather than neglecting it; and

- (c) to reveal suspected fraud, malpractice or misconduct before these activities cause disruption or loss to the Group.

2. Responsibility

- 2.1 This Policy has been approved by the board of directors of the Company and audit committee of the Company (the “Audit Committee”). Any amendments or updates to this Policy will be subject to the Audit Committee’s approval.
- 2.2 The Audit Committee is responsible for monitoring and reviewing the effectiveness of this Policy and the actions resulting from the investigation.
- 2.3 In the event any provision in this Policy is inconsistent or in conflict with any relevant laws, rules, regulations, codes, guidelines of any relevant authorities, the latter shall prevail to the extent of such inconsistency or conflict.

3. Examples of Concern

- 3.1 Concern that may be reported include, but not limited to the following:
 - (a) Breach of legal or regulatory requirements
 - (b) Criminal offences, breach of civil law and miscarriage of justice
 - (c) Malpractice, impropriety or fraud relating to internal controls, accounting, auditing and financial matters
 - (d) Endangerment of the health and safety of an individual
 - (e) Improper use or leakage of confidential or commercially sensitive information
 - (f) Deliberate concealment of any of the above
- 3.2 While the Company does not expect the Whistleblower to have absolute proof of the Concern reported, the report should show the reasons for the Concern. If the Whistleblower makes a report in good faith then, even if it is not confirmed by an investigation, his/her Concern would be valued and appreciated.

4. Protection for Whistleblowers

- 4.1 Persons reporting the Concern in good faith are assured of fair treatment. Good faith means that the Whistleblower has held a reasonable belief that the Concern made is true and honest but not made for personal interest or any ulterior motive. The Group will make every effort to protect the Whistleblower against unfair dismissal, unwarranted disciplinary action or retaliation, if the reporting was made in good faith.

- 4.2 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 (the Employees or the Third Parties) to recover any loss or damage as a result of the false report.
- 4.3 The Group will make every effort to keep the Whistleblower's identity and the reported Concern strictly confidential. The Whistleblower should also keep strictly confidential about the details of a reported Concern.
- 4.4 It is understood that the Whistleblower may wish to report anonymously. However, it is not encouraged as an anonymous allegation will hinder investigation and follow-up actions due to limited information.
- 4.5 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.

5. Reporting and Investigation Procedures

- 5.1 The Whistleblower who wishes to report a Concern should write to the chairman of the Audit Committee to provide details of the suspected or actual impropriety (including names of those involved and relevant times, dates and places), reasons for the report and any available supporting documentary and other evidence (Remarks: Full evidence is not expected, provided the report is made in good faith, but the more that can be provided, the easier it will be to investigate the matter). To ensure confidentiality in the mailing process, the letter should be sent in a sealed envelope clearly marked "Strictly Private and Confidential – To be Opened by Addressee Only".
- 5.2 All reported cases will be followed up. The Audit Committee will evaluate the validity and relevance of the cases received.
- 5.3 Where appropriate, the reported case may be investigated internally by the Audit Committee or its delegates (include but not limited to the company secretary of the Company, the human resources department or other relevant department) as the Audit Committee deems appropriate.
- 5.4 The Audit Committee may appoint external professional parties to assist in the investigation or seek independent advice.
- 5.5 The format and length of an investigation will vary depending upon the nature and particular circumstances of each report made.

5.6 The chairman of the Audit Committee will respond to the Whistleblower, if contactable, in respect of the following:

- (a) acknowledging receipt of the report;
- (b) advising the Whistleblower as to whether or not the matter will be investigated further and, as appropriate, the actions taken/to be 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/to be taken.

5.7 Should the Audit Committee consider appropriate, the case may be referred to relevant regulatory authority(ies), such as the Hong Kong Police Force, the Independent Commission Against Corruption, the Stock Exchange of Hong Kong Limited and the Securities and Futures Commission, etc.

6. Review of the Policy

6.1 This Policy will be reviewed and updated from time to time to ensure its relevance and effectiveness.

(Version : December 2022)